

Sixth Supplement dated 29 February 2016

to the Note, Warrant and Certificate Programme Base Prospectus dated 9 June 2015



BNP Paribas Arbitrage Issuance B.V.

(incorporated in The Netherlands)

(as Issuer)

BNP Paribas

(incorporated in France)

(as Issuer and Guarantor)

BNP Paribas Fortis Funding

(incorporated in Luxembourg)

(as Issuer)

BNP Paribas Fortis SA/NV

(incorporated in Belgium)

(as Guarantor)

BGL BNP Paribas

(incorporated in Luxembourg)

(as Issuer)

Note, Warrant and Certificate Programme

This sixth supplement (the "**Sixth Supplement**") is supplemental to, and should be read in conjunction with, the base prospectus dated 9 June 2015 (the "**Base Prospectus**"), the first supplement to the Base Prospectus dated 6 August 2015 (the "**First Supplement**"), the second supplement to the Base Prospectus dated 10 September 2015 (the "**Second Supplement**"), the third supplement to the Base Prospectus dated 8 October 2015 (the "**Third Supplement**"), the fourth supplement to the Base Prospectus dated 10 November 2015 (the "**Fourth Supplement**") and the fifth supplement to the Base Prospectus dated 7 January 2016 (the "**Fifth Supplement**" and, together with the First Supplement, the Second Supplement, the Third Supplement and the Fourth Supplement, the "**Previous Supplements**"), in each case, in relation to the Note, Warrant and Certificate Programme (the "**Programme**") of BNP Paribas Arbitrage Issuance B.V. ("**BNPP B.V.**"), BNP Paribas ("**BNPP**"), BNP Paribas Fortis Funding ("**BP2F**"), BNP Paribas Fortis SA/NV ("**BNPPF**") and BGL BNP Paribas ("**BGL**").

The Base Prospectus and the Previous Supplements together constitute a base prospectus for the purposes of Article 5.4 of the Prospectus Directive. The "**Prospectus Directive**" means Directive 2003/71/EC of 4 November 2003 (as amended, including by Directive 2010/73/EU) and includes any relevant implementing measure in a relevant Member State of the European Economic Area. The *Autorité des Marchés Financiers* (the "**AMF**") granted visa no. 15-262 on 9 June 2015 in respect of the Base Prospectus, visa no. 15-443 on 6 August 2015 in respect of the First Supplement, visa no. 15-478 on 10 September 2015 in respect of the Second Supplement, visa no.15-520 on 8 October 2015 in respect of the Third Supplement, visa no.15-568 on 10 November 2015 in respect of the Fourth Supplement and visa no.16-012 on 7 January 2016 in respect

of the Fifth Supplement. Application has been made to the AMF for approval of this Sixth Supplement in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive in France.

BNPP (in respect of itself and BNPP B.V.), BNPP B.V. (in respect of itself), BP2F (in respect of itself), BNPPF (in respect of itself and BP2F) and BGL (in respect of itself) accept responsibility for the information contained in this Sixth Supplement, save that (i) BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the information contained in the press release and related presentation dated 5 February 2016 issued by BNPP or the updated disclosure regarding BNPP, (ii) BP2F, BNPPF and BGL accept no responsibility for the disclosure regarding the change of directorship of BNPP B.V., (iii) BNPP, BNPP B.V. and BGL accept no responsibility for the updated disclosure regarding BP2F, and (iv) BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the updated disclosure regarding BNPPF. To the best of the knowledge of BNPP, BNPP B.V., BP2F, BNPPF and BGL (who have taken all reasonable care to ensure that such is the case), the information contained herein is, subject as provided in the preceding sentence, in accordance with the facts and does not omit anything likely to affect the import of such information.

Unless the context otherwise requires, terms defined in the Base Prospectus, as amended by the Previous Supplements, shall have the same meanings when used in this Sixth Supplement.

To the extent that there is any inconsistency between (i) any statement in this Sixth Supplement and (ii) any statement in, or incorporated by reference in, the Base Prospectus, as amended by the Previous Supplements, the statement referred to in (i) above will prevail.

References in this Sixth Supplement to paragraphs of the Base Prospectus are to the Base Prospectus as amended by the Previous Supplements. References in this Sixth Supplement to page numbers in the Base Prospectus are to the page numbers in the Base Prospectus without taking into account any amendments made in the Previous Supplements.

Copies of this Sixth Supplement may be obtained free of charge at the specified offices of BNP Paribas Securities Services, Luxembourg Branch and BNP Paribas Arbitrage S.N.C. and will be available on the website of BNP Paribas (<https://rates-globalmarkets.bnpparibas.com/gm/Public/LegalDocs.aspx>) and on the website of the AMF (www.amf-france.org).

This Sixth Supplement has been prepared in accordance with Article 16.1 of the Prospectus Directive and pursuant to Article 212-25 of the AMF's *Règlement Général*, for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus, as amended by the Previous Supplements.

This Sixth Supplement has been prepared for the purposes of:

- (A) amending the "Cover Pages";
- (B) giving disclosure in respect of a press release and related presentation dated 5 February 2016 issued by BNP Paribas;
- (C) amending the "Important Information Relating to Non-exempt Offers of Securities";
- (D) amending the "Programme Summary in relation to this Base Prospectus" and the "Issue Specific Summary in relation to this Base Prospectus";
- (E) amending the Risk Factors relating to "Risks relating to BNPP and its Industry", "Risks relating to BNPPF" and "Risk Factors relating to Securities";
- (F) amending the "Terms and Conditions of the Notes";

- (G) amending "Annex 1 – Additional Terms and Conditions for Payouts";
- (H) amending the "Index of Defined Terms in respect of W&C Securities";
- (I) amending the "Index of Defined Terms in respect of Notes";
- (J) amending the "Description of BNPP Indices";
- (K) amending the "Description of BNPP B.V.";
- (L) amending the "Description of BNPPF";
- (M) amending the "Taxation" section;
- (N) amending the "Offering and Sale" section;
- (O) amending the "General Information" section;
- (P) amending the "Pro Forma Programme Summary of the Programme in relation to this Base Prospectus (in French)" and the "Pro Forma Issue Specific Summary of the Programme in relation to this Base Prospectus (in French)"; and
- (Q) amending the "Back Page".

The amendments referred to in (D) and (N) above have been made to reflect the updated disclosure referred to in (B). The amendments referred to in (F) and (Q) above have been made to update the registered address of BNP Paribas Securities Services, Luxembourg Branch. The amendments referred to in (G), (H) and (I) above have been made to insert two new payout definitions and amend another payout definition. The amendments referred to in (A), (D) and (P) above have also been made to update the disclosure of certain credit ratings. The amendments referred to in (A), (C), (D), (M), (N) and (P) above introduce further disclosure in respect of Norway. The amendments referred to in (K) above have been made to reflect changes to the directorship of BNPP B.V. The amendments referred to in (L) above have been made to reflect changes to the description of BNPPF. The amendments referred to in (M) above also update the Belgian taxation disclosure. The amendments referred to in (E) above have been made to update the risk factor relating to BNPP and to update the risk factor relating to the implementation of the EU Resolution and Recovery Directive. The amendments referred to in (J) above have been made to add five new indices in three index families to the Base Prospectus in order that Securities linked to such new indices may be issued in the future. The amendments referred to in (O) above have been made to include a declaration concerning the unaudited annual results of BNP Paribas for the year ending 31 December 2015 and the unaudited fourth quarter results of BNP Paribas for the quarter ended 31 December 2015.

In accordance with Article 16.2 of the Prospectus Directive, in the case of an offer of Securities to the public, investors who, before this Sixth Supplement is published, have already agreed to purchase or subscribe for Securities issued under the Programme which are affected by the amendments made in this Sixth Supplement, have the right, exercisable before the end of the period of two working days beginning with the working day after the date of publication of this Sixth Supplement to withdraw their acceptances. This right to withdraw shall expire by close of business on 3 March 2016.

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AMENDMENTS TO THE COVER PAGES

In relation to the amendments to the cover pages set out in this section, (i) text which, by virtue of this Sixth Supplement, is added to the cover pages is shown underlined and (ii) text which, by virtue of this Sixth Supplement, is deleted from the cover pages of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

- (a) The sixth paragraph on page 3 of the Base Prospectus is amended as follows:

The Issuers have requested the AMF to provide the competent authorities in Austria, Belgium, Denmark, Finland, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom with a certificate of approval attesting that the Base Prospectus has been drawn up in accordance with the Prospectus Directive.

- (b) Further, the paragraph immediately above the heading "IMPORTANT NOTICES" on page 3 of the Base Prospectus (which was added to the Base Prospectus by virtue of the Fifth Supplement), is deleted in its entirety and replaced with the following:

BNPP's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS ("**Standard & Poor's**"), A1 with a stable outlook (Moody's Investors Service Ltd. ("**Moody's**")), ~~and~~ A+ with a stable outlook (Fitch France S.A.S. ("**Fitch France**")) and AA (low) with a stable outlook (DBRS Limited ("**DBRS**")) and BNPP's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's), ~~and~~ F1 (Fitch France) and R-1 (middle) (DBRS). BNPP B.V.'s long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's) and BNPP B.V.'s short-term credit ratings are A-1 (Standard & Poor's). BP2F's senior unsecured credit ratings are A+ (Standard & Poor's), A2 with a stable outlook (Moody's France SAS ("**Moody's France**")) and A+ with a stable outlook (Fitch Ratings Limited ("**Fitch**")) and BP2F's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BNPPF's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's), A2 with a stable outlook (Moody's France) and A+ with a stable outlook (Fitch) and BNPPF's long-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch). BGL's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's), A1 (with a stable outlook) (Moody's France) and A+ (with a stable outlook) (Fitch France) and BGL's short-term credit ratings are A-1 (Standard & Poor's), P-1 (Moody's France) and F1 (Fitch France). Each of Standard & Poor's, Moody's, Fitch France, Moody's France, ~~and~~ Fitch and DBRS is established in the European Union and is registered under the Regulation (EC) No. 1060/2009 (as amended) (the "**CRA Regulation**"). As such each of Standard & Poor's, Moody's, Fitch France, Moody's France, ~~and~~ Fitch and DBRS is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. Securities issued under the Programme may be rated or unrated. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension reduction or withdrawal at any time by the assigning rating agency. Please also refer to "Credit Ratings may not Reflect all Risks" in the Risk Factors section of this Base Prospectus.

PRESS RELEASE AND RELATED PRESENTATION DATED 5 FEBRUARY 2016

BNP Paribas have released the following press release and presentation dated 5 February 2016 relating to the unaudited financial information of BNP Paribas for the fourth quarter ended 31 December 2015 and the unaudited figures for the year ended 31 December 2015.

2015 FULL YEAR RESULTS

PRESS RELEASE

Paris, 5 February 2016



REVENUE GROWTH IN ALL THE OPERATING DIVISIONS

REVENUES OF THE OPERATING DIVISIONS: +9.1% vs. 2014

GOOD GROWTH IN PRE-TAX INCOME OF THE OPERATING DIVISIONS

PRE-TAX INCOME OF THE OPERATING DIVISIONS: +13.0% vs. 2014

COST OF RISK STABLE AT A MODERATE LEVEL

54 bp* (-3 bp vs. 2014)

NET INCOME ATTRIBUTABLE TO EQUITY HOLDERS €6.7BN

DIVIDEND PER SHARE €2.31**

CONTINUED INCREASE OF THE BASEL 3 RATIOS DURING THE YEAR

CET1 RATIO***: 10.9% (+60 bp vs. 31.12.14)

LEVERAGE RATIO***: 4.0% (+40 bp vs. 31.12.14)

GOOD OPERATING PERFORMANCE IN 2015

SOLID ORGANIC CAPITAL GENERATION

TARGET OF THE 2014-2016 PLAN CONFIRMED

*NET PROVISIONS/OUTSTANDING CUSTOMER LOANS; ** SUBJECT TO THE APPROVAL OF AGM ON 26 MAY 2016;
*** AS AT 31 DECEMBER 2015, CRD4 (2019 FULLY LOADED RATIO)



BNP PARIBAS

The Board of Directors of BNP Paribas met on 4 February 2016. The meeting was chaired by Jean Lemierre and the Board examined the Group's results for the fourth quarter and endorsed the 2015 financial statements.

GOOD OPERATING PERFORMANCE AND SOLID ORGANIC CAPITAL GENERATION

In a context of a gradual return to growth in Europe, BNP Paribas delivered a good overall performance this year.

Revenues totalled 42,938 million euros, up by 9.6% compared to 2014. They included this quarter an exceptional impact of +314 million euros in Own Credit Adjustment (OCA) and own credit risk included in derivatives (DVA), while one-off revenue items totalled -324 million euros in 2014.

The revenues of all the operating divisions were up compared to 2014 with a solid performance by Domestic Markets¹ (+1.6%), and a strong rise at International Financial Services (+14.5%) and CIB (+13.2%). They benefited from the positive impact of the acquisitions made in 2014 and a significant foreign exchange effect. They were up by 3.5% at constant scope and exchange rates.

Operating expenses, which amounted to 29,254 million euros, were up by 10.3%. They included one-off items for a total of 862 million euros: 793 million euros for the Simple & Efficient transformation costs and acquisitions' restructuring costs (757 million euros in 2014) as well as a 69 million euro contribution to a dedicated fund for the resolution of four Italian banks.

The operating expenses of the operating divisions were up by 9.3%. They were up by 3.1% for Domestic Markets¹, 15.0% for International Financial Services and 11.5% for CIB. At constant scope and exchange rates, they rose by 3.2% in particular due to the implementation of new regulations, the reinforcement of compliance and the finalisation of the business development plans, partly offset by the success of the Simple & Efficient savings plan. The cost/income ratio of the operating divisions thus improved by 0.2 points².

Gross operating income was up by 8.2%, at 13,684 million euros. It was up by 8.7% for the operating divisions.

The Group's cost of risk was stable at a moderate level, totalling 3,797 million euros (3,705 million euros in 2014) or 54 basis points of outstanding customer loans (-3 basis points compared to last year). The scope effect related to the 2014 acquisitions came to 143 million euros.

The Group actively implemented the remediation plan decided as part of the comprehensive settlement with the U.S. authorities and continued to reinforce its compliance and control procedures. It booked a one-off additional provision of 100 million euros in connection with the remediation plan to industrialise existing processes. The Group had booked 6 billion euros last year as a result of the comprehensive settlement with the U.S. authorities.

Non operating items totalled +592 million euros (+211 million euros in 2014). They included this year one-off items for a total of -60 million euro (-297 million euros in 2014): -993 million euros in exceptional goodwill impairments (-297 million euros in 2014)³, a +716 million euros capital gain from the sale of the stake in Klépierre-Corio, a +123 million euros dilution capital gain due to the merger between Klépierre and Corio and a +94 million euros capital gain from the sale of a non-strategic stake.

¹ Including 100% of Private Banking in the domestic networks (excluding PEL/CEL effects)

² At constant scope and exchange rates

³ Of which BNL bc's full goodwill impairment: -917 million euros (-297 million euros in 2014)

Pre-tax income thus came to 10,379 million euros compared to 3,150 million euros in 2014. It was up by 13.0% for the operating divisions.

The Group generated 6,694 million euros in net income attributable to equity holders (157 million euros in 2014). Excluding one-off items, it came to 7,338 million euros, up by 7.3%¹, illustrating the Group's good overall performance this year.

The return on equity was 8.3% (9.2% excluding one-off items). The return on tangible equity came to 10.1% (11.1% excluding one-off items). The net earnings per share was at €5.14.

At 31 December 2015, the fully loaded Basel 3 common equity Tier 1 ratio² was 10.9%, up by 60 basis points compared to 31 December 2014. The fully loaded Basel 3 leverage ratio³ came to 4.0% (+40 basis points compared to 31 December 2014). The Liquidity Coverage Ratio was 124% at 31 December 2015. Lastly, the Group's immediately available liquidity reserve was 266 billion euros (260 billion euros as at 31 December 2014), equivalent to over one year of room to manoeuvre in terms of wholesale funding.

The net book value per share reached 70.9 euros, equivalent to a compounded annual growth rate of 6.5% since 31 December 2008, illustrating the continuous value creation throughout the cycle.

The Board of Directors will propose at the Shareholders' Meeting the payment of a dividend of €2.31 per share to be paid in cash, equivalent to a 45% pay-out ratio which is in line with the objectives of the plan.

The Group's good overall performance this year illustrates the satisfactory progress of the 2014-2016 business development plan. Since the beginning of the plan, the average annual revenue growth of the operating divisions was 5.5%⁴: +1.4% for Domestic Markets⁴, +9.0% for IFS⁴ and +7.4% for CIB⁴. The Group thus confirmed its return on equity target for 2016 (10% ROE calculated on 10% CET1 ratio) and is going to prepare this year a new medium-term plan for 2017 to 2020.

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¹ Excluding the first contribution to the Single Resolution Fund (-181 million euros)

² Ratio taking into account all the CRD4 rules with no transitory provisions

³ Ratio taking into account all the CRD4 rules at 2019 with no transitory provisions, calculated according to the delegated act of the European Commission dated 10 October 2014

⁴ 2013-2015 compounded annual growth rate

In the fourth quarter 2015, revenues totalled 10,449 million euros, up by 2.9% compared to the fourth quarter 2014. They included the one-off impact of +160 million euros in Own Credit Adjustment (OCA) and own credit risk included in derivatives (DVA) (-11 million euros in the fourth quarter 2014).

The revenues of the operating divisions were up by 4.8%: they rose by +0.4% for Domestic Markets¹, +6.8% for International Financial Services and +8.4% for CIB.

Operating expenses, which amounted to 7,406 million euros, were up by 7.6%. They included the one-off impact of Simple & Efficient transformation costs and the restructuring costs of the acquisitions, which totalled 286 million euros (254 million euros in the fourth quarter 2014), as well as a 69 million euro² contribution to a dedicated fund for the resolution of four Italian banks.

The operating expenses of the operating divisions increased by 7.9%: they were up by +6.4% at Domestic Markets¹, +7.4% at International Financial Services and +10.7% at CIB. In addition to the 69 million euro² contribution to the resolution process of four Italian banks, they reflect this quarter the impact of several non-recurring items, including in particular 20 million euros restructuring costs in BNL bc and a one-off 31 million euros contribution in Poland to the deposit guarantee fund and to the support fund for borrowers in difficulty.

Gross operating income decreased by 6.9%, at 3,043 million euros. It was down by 1.2% for the operating divisions.

The Group's cost of risk was down by 4.3% compared to the same period a year earlier, at 968 million euros.

The Group booked in the costs related to the comprehensive settlement with the U.S. authorities the one-off impact of an additional 100 million euro provision in connection with the remediation plan to industrialise the existing processes (50 million euros in the fourth quarter 2014).

Non operating items totalled -502 million euros (-188 million euros in the fourth quarter 2014). They included in particular -993 million euro exceptional goodwill impairments (-297 million euros in 2014)³ and the 352 million euro capital gain realised from the sale of the residual stake in Klépierre-Corio.

Pre-tax income thus came to 1,473 million euros (2,020 million euros in the fourth quarter 2014). It was stable for the operating divisions.

BNP Paribas posted 665 million euros in net income attributable to equity holders (1,377 million euros in the fourth quarter 2014). Excluding one-off items, it was 1,587 million euros (1,875 million euros in the fourth quarter 2014).

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* *

¹ Including 100% of Private Banking in the domestic networks (excluding PEL/CEL effects)

² BNL bc (-65 million euros), Personal Finance (-4 million euros)

³ Of which BNL bc's full goodwill impairment: -917 million euros (-297 million euros in 2014)

RETAIL BANKING & SERVICES

DOMESTIC MARKETS

For the whole of 2015, in a context of a gradual recovery of economic growth in Europe, Domestic Markets' outstanding loans rose by 1.6% compared to 2014. Deposits were up by 6.5%. Excluding the effect of the acquisition of DAB Bank, they were up by 4.5% with good growth in particular in France, in Belgium and in Germany. Domestic Markets' sales and marketing drive was reflected in particular by good growth in Private Banking's assets under management in France, in Italy and in Belgium (+5.3% compared to 31 December 2014).

Furthermore, Domestic Markets continued to expand its digital offering and to transform the customer experience (omni-channel, mobile and real-time banking). The operating division thus successfully continued the expansion of Hello bank! which saw a rapid rise in the number of clients to 2.4 million, and is already generating 8.7% of revenues from individual customers¹ by leveraging assets shared with the networks. Domestic Markets separately continued to transform the network with the optimisation of the branch locations and with differentiated branch formats. The operating division is improving the commercial set up: opening hours are reviewed and adapted to clients' needs; branch offices are gradually digitalised.

At 15,943 million euros, revenues² were up by 1.6% compared to 2014, with a good performance of BRB and the specialised businesses (Arval, Leasing Solutions and Personal Investors) partly offset by the effects of a persistently low interest rate environment.

Operating expenses² (10,289 million euros) were up by 3.1% compared to last year. At constant scope and exchange rates and excluding the impact of non-recurring items at BNL bc³, they rose by just 0.8% thanks to the continued cost control and despite the development of the specialised businesses.

Gross operating income² was thus down by 1.1%, at 5,654 million euros, compared to last year. It was up by 0.4%, excluding the impact of non-recurring items at BNL bc.

Given the reduction in the cost of risk, especially in Italy, and after allocating one-third of Domestic Markets Private Banking's net income to the Wealth Management business (International Financial Services division), the division reported a good growth of its pre-tax income⁴ to 3,585 million euros (+6.4% compared to 2014).

French Retail Banking (FRB)

FRB's outstanding loans rose for the whole of 2015 by 0.3% compared to 2014 with a gradual recovery in demand. The business unit expanded the commercial offering to speed up growth in volumes in 2016. Deposits enjoyed sustained growth (+4.2%), driven by strong growth in current accounts. Off balance sheet savings enjoyed good growth with a 4.5% rise in life insurance outstandings compared to the level as at 31 December 2014. Private Banking confirmed its number 1 position in France with 87.3 billion euros in assets under management. The support to corporates and innovative start-ups was reflected in the opening of two WAI (We Are Innovation) centres and an innovation hub dedicated to FinTechs.

¹ FRB, BNL bc, BRB and Personal Investors, excluding private banking

² Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium and Luxembourg

³ Contribution to a dedicated fund for the resolution of 4 Italian banks (-65 million euros) and one-off restructuring costs (-20 million euros)

⁴ Excluding PEL/CEL effects

Revenues¹ totalled 6,643 million euros, down by 2.4% compared to 2014. Net interest income was down by 3.8% given the impact of persistently low interest rates (decrease in margins on deposits and on renegotiated loans or on loan pre-payments). Fees were down for their part by 0.3% as the decrease in banking fees was only partly offset by a rise in fees on off balance sheet savings. In this low interest rate context, the business is gradually adapting customer conditions.

Operating expenses¹, well contained, rose by only 0.5% compared to 2014, despite the rise in profit-sharing plans due to the Group's good results.

Gross operating income¹ thus came to 2,108 million euros, down by 8.1% compared to last year. The cost/income ratio¹ was 68.3%.

The cost of risk¹ was still at a low level, at 24 basis points of outstanding customer loans. It was down by 59 million euros compared to 2014.

Thus, after allocating one-third of French Private Banking's net income to the Wealth Management business (International Financial Services division), FRB posted 1,610 million euros in pre-tax income² (-8.2% compared to 2014).

BNL banca commerciale (BNL bc)

In a gradually improving economic environment, outstanding loans decreased slightly in 2015 compared to 2014 (-0.6%) due to the impact of the selective repositioning on the better corporate and SME clients, now almost completed. Loans to individuals, for their part, were up 2.3%. Deposits rose by 1.0%, due in particular to individuals' deposits. BNL bc continued the development of off balance sheet savings with strong growth in life insurance outstandings (+10.6%) and mutual funds (+18.1%) compared to 31 December 2014. Private Banking reported a good business drive, now ranking 5th in Italy.

Revenues³ were down by 2.9% compared to 2014, at 3,125 million euros. Net interest income was down by 5.5% due to the persistently low interest rate environment and the repositioning on the better corporate clients. They rose in the individual client segment. Fees were up by 2.5% thanks to the good increase of off balance sheet savings.

Operating expenses³, at 1,864 million euros, rose by 5.4%. They reflect the impact this year of 85 million euros in non-recurring items⁴. Excluding this effect, they rose by only 0.6%, reflecting good cost control.

Gross operating income³ thus came to 1,261 million euros, down by 13.0% compared to last year. The cost/income ratio³ was 59.6%.

The cost of risk³, still high at 161 basis points of outstanding customer loans, was however down (-150 million euros compared to 2014) with a gradual improvement of the loan portfolio quality as evidenced by the significant decrease in doubtful loan inflows.

Thus, after allocating one-third of Italian Private Banking's net income to the Wealth Management business (International Financial Services division), BNL bc posted -28 million euros of pre-tax loss (+23 million euros in 2014). Excluding the impact of non-recurring items, it was a profit of 57 million euros, up significantly compared to last year thanks to the reduction in the cost of risk.

¹ With 100% of Private Banking in France (excluding PEL/CEL effects)

² Excluding PEL/CEL effects

³ With 100% of Private Banking in Italy

⁴ Contribution to the dedicated fund for the resolution of 4 Italian banks (65 million euros) and one-off restructuring costs (20 million euros)

Belgian Retail Banking (BRB)

BRB reported a very good performance in 2015 with sustained business activity. Loans were up by 3.9% compared to 2014 with growth in loans to individual customers and corporate clients. For their part, deposits rose by 3.8% thanks in particular to strong growth in current accounts. The business reported a very good performance in off balance sheet savings with a growth of 13.8% in mutual fund outstandings compared to 31 December 2014. It also continued to develop digital banking and new client experience with the launch of the first dedicated home loan app.

Revenues¹ were up by 4.8% compared to 2014, at 3,548 million euros. Net interest income rose by 4.1%, on the back of volumes growth and margins holding up well, and fees were up by 7.0% due to the good performance of financial and credit fees.

Operating expenses¹ increased by just 0.6% compared to 2014, to 2,449 million euros, thanks to good cost control. The continuing improvement of operating efficiency was thus reflected by a 2.9 point improvement of cost/income ratio, at 69.0%.

At 1,099 million euros, gross operating income¹ was up sharply (+15.6%) compared to last year.

The cost of risk¹, which totalled 85 million euros, was particularly low (9 basis points of outstanding customer loans). It was down 46 million euros compared to 2014.

Thus, after allocating one-third of Belgian Private Banking's net income to the Wealth Management business (International Financial Services division), BRB generated 936 million euros in pre-tax income, up sharply compared to last year (+26.8%).

Other Domestic Markets business units (Arval, Leasing Solutions, Personal Investors and Luxembourg Retail Banking)

The business activity of Domestic Markets' specialised businesses continued to show a good drive in 2015. Arval acquired GE Fleet Leasing Services in Europe² (164,000 vehicles) and experienced strong organic growth of the financed fleet (+7.5%³ compared to 2014). The business thus became number 1 in Europe with strengthened positions in all countries. The financing outstandings of Leasing Solution's core business were up, offset however by the continued reduction of the non-core portfolio. Personal Investors' deposits were up 67.2%. Net of the effect of the acquisition of DAB Bank⁴, they were up by 20.6% at constant scope and exchange rates, thanks to the success of Consorsbank! in Germany.

Luxembourg Retail Banking's outstanding loans grew by 2.8% compared to 2014 due in particular to growth in mortgages. Deposits were up by 6.5% with good deposit inflows on the corporate segment.

Revenues⁵ were up by 14.8% compared to 2014, at 2,627 million euros, including the effect of the acquisition of DAB Bank in Germany. At constant scope and exchange rates, they rose by 6.9%, driven by Arval, Leasing Solutions and Personal Investors.

Operating expenses⁵ rose by 13.6% compared to 2014, to 1,441 million euros. At constant scope and exchange rates, they rose by 2.4%, on the back of the development of the businesses, producing a largely positive 4.5 point jaws effect.

¹ With 100% of Private Banking in Belgium

² Closed on 2 November 2015

³ At constant scope

⁴ Closed on 17 December 2014

⁵ With 100% of Private Banking in Luxembourg

The cost of risk¹ was down by 7 million euros compared to 2014, at 136 million euros.

Thus, the contribution of these four business units to Domestic Markets' pre-tax income, after allocating one-third of Luxembourg Private Banking's net income to the Wealth Management business (International Financial Services division), was 1,067 million euros, up sharply compared to 2014: +24.6% (+19.9% at constant scope and exchange rates).

Medium-Term Ambition of Domestic Markets

There are structural changes in the Domestic Markets environment related to digital technologies: evolving customer behaviours and expectations, and arrival of new competition. At the same time, regulatory changes and the low rate environment put pressure on operating performances. In order to address these challenges, the operating division will implement a certain number of transformation actions.

It will capitalise on BNP Paribas' differentiating capabilities: its multi-channel integrated distribution model, the ongoing optimisation of the geographical footprint of the Domestic Markets networks and the modernisation of the branch formats, the success of Hello bank! and the capacity to swiftly roll out technological innovations throughout the Group.

Domestic Markets will therefore focus in the coming years on more digitalisation and on more customisation. The operating division will offer more digitalised and differentiated service models. It will reinvent customer journeys to provide a more effortless and value-added client experience tailored to the client needs end-to-end. It will focus on enhanced customer knowledge to optimise commercial proactivity and reactivity. It will boost digital sales and clients acquisition in particular by offering the possibility to subscribe to all products on line. Lastly, it will develop comprehensive service offerings (like the new Arval Active Link offering that bundles a range of optional services) and will enrich the product offering through innovation.

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INTERNATIONAL FINANCIAL SERVICES

All the International Financial Services' businesses reported in 2015 a strong commercial activity: Personal Finance continued its growth drive; Europe-Mediterranean and BancWest outstandings increased significantly with the help of new digital offerings; Insurance and Wealth & Asset Management had good asset inflows across all the business units. The integration of the two acquisitions made in 2014 (BGZ Bank at Europe-Mediterranean and LaSer at Personal Finance) was on track with the action plans.

At 15,335 million euros, revenues were thus up by 14.5% compared to 2014 (+5.3% at constant scope and exchange rates), with good growth in all the businesses in line with business growth.

Operating expenses (9,315 million euros) were up by 15.0% compared to last year. At constant scope and exchange rates, they were up by 4.9%, producing a positive 0.4 point jaws effect.

Gross operating income thus came to 6,020 million euros, up by 13.7% compared to last year (+6.0% at constant scope and exchange rates).

¹ With 100% of Private Banking in Luxembourg

The cost of risk was 1,722 million euros (+14.0% compared to 2014 but +4.4% at constant scope and exchange rates given the acquisitions made in 2014).

Thus, International Financial Services' pre-tax income increased significantly to 4,780 million euros (+14.2% compared to 2014 and +7.3% at constant scope and exchange rates).

Personal Finance

Personal Finance continued its good growth drive in 2015. The business unit signed new partnerships in the banking sector (Grupo CajaMar in Spain and Poste Italiane in Italy), in the energy sector (Eon in the Czech Republic) and in car loans (Volvo in France, KIA in Belgium, Mitsubishi Motors in Poland). The merger with LaSer was realised on 1st September, the target of the new entity being to grow its market share in specialty players' new loan production by 1% per annum in France over the next 3 years, thanks to the complementarity of their offerings and their know-how pooling.

Outstanding loans grew in total by 15.0% compared to 2014 due in particular to the acquisition of LaSer. At constant scope and exchange rates¹, they rose by 4.3% with good growth in the Eurozone.

Revenues rose by 15.6% compared to 2014, to 4,744 million euros. At constant scope and exchange rates¹, they were up by 3.5%, driven in particular by revenue growth in Germany, Italy, Spain and Belgium.

Operating expenses were up by 16.8% compared to 2014, at 2,291 million euros. At constant scope and exchange rates¹, they rose by 2.2%, on the back of business development.

Gross operating income thus came to 2,453 million euros, up by 14.6% compared to last year (+4.6% at constant scope and exchange rates¹). The cost/income ratio was thus 48.3%.

The cost of risk rose by 81 million euros compared to 2014, to 1,176 million euros (206 basis points of outstanding customer loans). It decreased excluding the scope effect related to the acquisitions.

Personal Finance's pre-tax income was thus 1,351 million euros, up sharply compared to 2014: +18.0% (+15.2% at constant scope and exchange rates¹).

Europe-Mediterranean

Europe-Mediterranean's outstanding loans rose for the whole of 2015 by 12.3% at constant scope and exchange rates compared to 2014 with growth in all regions. Deposits grew for their part by 9.5%², with an increase notably in Turkey and in Poland. The business' commercial drive was reflected in particular by the good development of digital banking in Turkey (Cepteteb) and in Poland (Optima). Cross-selling with CIB continued to expand in Turkey (+10.5% compared to 2014). The business unit continued the integration of BGZ Bank in Poland, thereby creating a reference bank in a growing market (the country's 7th largest bank with about 4% market share).

Revenues³, at 2,490 million euros, were up by 10.2%² compared to 2014 on the back of volume growth.

¹ With LaSer fully consolidated on a pro forma basis in 2014

² At constant scope and exchange rates

³ With 100% of Private Banking in Turkey

Operating expenses¹, at 1,712 million euros, were up by 6.9%² compared to last year. Excluding the impact of 31 million euros³ in non-recurring items in Poland, they were up by 4.7%². The cost/income ratio¹ thus came to 68.8%, down by 0.9 point.

The cost of risk¹ totalled 466 million euros, up by 109 million euros compared to 2014. Excluding the scope effect related to the acquisition of BGZ Bank (38 million euros), it rose by 71 million euros on the back of the rise in loan volumes. It thus came to 120 basis points of outstanding customer loans, a level in line with last year (119 basis points).

Thus, after allocating one-third of Turkish Private Banking's net income to the Wealth Management business, Europe-Mediterranean generated 483 million euros in pre-tax income, up 8.2%² compared to last year, reflecting the good organic business development. It rose by 25.5% at historical scope and exchange rates due to the positive impact of the acquisition of BGZ Bank.

BancWest

BancWest continued its good business drive in 2015 in a favourable environment. Loans rose by 6.7%² compared to 2014 due to sustained growth of corporate and consumer loans. Deposits were up by 6.1%² with a strong rise in current and savings accounts. BancWest continued to grow its private banking with assets under management that totalled 10.1 billion dollars as at 31 December 2015 (+18% compared to 31 December 2014). The business unit also continued to expand its digital offering with 546,000 monthly uses of its Quick Balance application that provides access to several online services.

At 2,824 million euros, revenues⁴ grew by 6.4%² compared to 2014, on the back of volume growth.

Operating expenses⁴, which totalled 1,885 million euros, rose by 10.6%² compared to 2014 due to the rise in regulatory costs (in particular CCAR and the set up of the Intermediate Holding Company). Excluding this effect, they rose by 5.3%² due to the bolstering of the commercial set ups (private banking, consumer loans), partly offset by savings from the streamlining of the network and structures. The cost/income ratio⁴ was 66.7%.

The cost of risk⁴ (50 million euros) was still at a very low level, at 9 basis points of outstanding customer loans. It was down by 16.3%² compared to 2014.

Thus, after allocating one-third of U.S. Private Banking's net income to the Wealth Management business, BancWest generated good pre-tax income, at 910 million euros (+0.9% at constant exchange rates compared to 2014 but +24.3% at historical exchange rates due to the rise in the US dollar relative to the euro).

Insurance and Wealth & Asset Management

Insurance and Wealth & Asset Management posted for the whole of 2015 a good performance sustained by good asset inflows in all the business units.

Assets under management⁵ were up by 6.8% compared to 31 December 2014 and reached 954 billion euros as at 31 December 2015. They rose by 60 billion euros compared to 31 December 2014 due in particular to largely positive net asset inflows of 35.7 billion euros with good asset inflows in Wealth Management in the domestic markets and in Asia, very good asset inflows in Asset Management driven in particular by the diversified funds and good asset inflows in

¹ With 100% of Private Banking in Turkey

² At constant scope and exchange rates

³ One-off contribution to the deposit guarantee fund and to the support fund for borrowers in difficulty

⁴ With 100% of Private Banking in the United States

⁵ Including distributed assets

Insurance in France, in Italy and in Asia. The foreign exchange effect for the year was +11.7 billion euros and the performance effect was 12.7 billion euros due to the favourable evolution of equity markets and rates during the year.

As at 31 December 2015, assets under management¹ comprised the following: Asset Management (390 billion euros), Wealth Management (327 billion euros), Insurance (215 billion euros) and Real Estate Services (22 billion euros).

Insurance continued the good development of its business with a 7.5% rise in technical provisions compared to 31 December 2014. At 2,304 million euros, revenues grew by 5.7% (+5.1% at constant scope and exchange rates) compared to 2014 due to good growth of the business. Operating expenses, at 1,160 million euros, grew by 7.3% (+5.5% at constant scope and exchange rates) on the back of business development. At 1,296 million euros, pre-tax income was thus up by 6.8% compared to last year.

Wealth and Asset Management's revenues, at 3,020 million euros, were up by 7.4% compared to 2014 (+4.3% at constant scope and exchange rates) with good growth across all the business units: rise at Wealth Management in particular in the domestic markets and in Asia, growth in Asset Management and good development at Real Estate Services. Operating expenses, at 2,301 million euros, were up by 5.8% (+1.9% at constant scope and exchange rates) generating a largely positive 2.4 point jaws effect². At 740 million euros, Wealth and Asset Management's pre-tax income, after receiving one-third of the net income of private banking in the domestic markets, in Turkey and in the United States, was thus up by 4.1% compared to 2014.

International Financial Services' 2016 Action Plan

International Financial Services will continue its growth policy in 2016. The division will rely on new partnerships in particular at Personal Finance, in key sectors (automobile, distribution, etc.), and in Insurance. It will strengthen cross-selling, in particular with CIB for Europe-Mediterranean and BancWest, as well as with the Group's banking networks for its specialised businesses. It will continue the optimisation of the client experience for all segments and the development of private banking as well as its selective growth in certain target countries.

The business unit will expand digitalisation in all the business units, in particular by accelerating the expansion of mobile and digital banking, including in new countries, and focusing on innovative solution offerings.

Lastly, International Financial Services will continue the industrialisation of platforms in order to enhance operating efficiency. It will finalise the integrations of LaSer (Personal Finance) and BGZ Bank (Poland) and continue adapting to regulatory changes.

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¹ Including distributed assets

² At constant scope and exchange rates

CORPORATE AND INSTITUTIONAL BANKING (CIB)

For the whole of 2015, at 11,659 million euros, CIB's revenues rose by 13.2% compared to 2014 thanks to good business development in all the business units.

In a context of relatively high volatility, Global Markets delivered a good commercial performance with a rise in client volumes and market share gains. VaR, which measures market risks, was slightly up but remained at a low level (39 million euros). Revenues, which totalled 6,124 million euros, were up by 18.1%¹ compared to 2014. The revenues of the Equity and Prime Services business unit, at 2,186 million euros, were up by 23.6% with strong growth at Prime Services and equity derivatives. FICC's² revenues, at 3,938 million euros, were up by 15.2%³ with good performance of forex, rates and credit and a less favourable context in the primary bond market where the business confirmed its strong positions: it ranked number 1 for all bonds in euros and number 9 for all international bonds.

Securities Services' revenues, at 1,799 million euros, rose for their part by 14.1% on the back of very good business drive (assets under custody up by 9.1% and number of transactions up by 12.6%). The business unit confirmed its positions of number 1 in Europe and number 5 worldwide.

At 3,736 million euros, Corporate Banking's revenues were up by 5.7% compared to 2014, illustrating the selective strengthening of its positions. Excluding the reduction of the Energy & Commodities business under way since 2013 and now largely completed, they rose by 11.1% with good growth in Europe, strong growth in North America and a rise in Asia-Pacific despite a context of business slowdown over the second part of the year. The business unit reported good performance, notably in export financing and media telecom and confirmed its number 1 position in Europe for all syndicated loans. The business also delivered good performance in advisory services in Europe where it ranked number 1 in equity-linked issues. Loans, at 124.1 billion euros, were up by 3.2%⁴ compared to 2014. At 95.5 billion euros, deposits maintained their good growth (+15.0%⁴) thanks in particular to the development of cash management where BNP Paribas ranked number 1 in Europe and number 4 worldwide.

In the fourth quarter 2015, despite a volatile wait and see market context, CIB's revenues, at 2,641 million euros, were up by 8.4% compared to the fourth quarter 2014. They rose by +8.9% at Global Markets, driven by strong client demand for derivatives, by +12.4% at Securities Services on the back of the strong business development and by +6.2% at Corporate Banking where they increased in Europe and in the Americas with a slowdown in the growth rate in Asia-Pacific in a less favourable context.

The operating expenses of CIB in 2015, at 8,278 million euros, rose by 11.5% compared to 2014 due to the appreciation of the U.S. dollar (+3.4% at constant scope and exchange rates) and an increase in regulatory costs (set up in particular of CCAR and of the Intermediate Holding Company in the United States) partly offset by the effects of Simple & Efficient. The business thus generated a positive 1.7 point jaws effect and the cost/income ratio was 71.0%.

The cost of risk was still at a low level (213 million euros), up by 137 million euros compared to 2014 which was at a particularly low level.

After accounting for a one-off capital gain of 74 million euros from the sale of a non-strategic stake, CIB' pre-tax income totalled 3,329 million euros, up strongly (+17.9%) compared to 2014 (+7.6% at constant scope and exchange rates).

¹ +14.4% excluding the introduction of Funding Valuation Adjustment (FVA) in 2014 (-166 million euros)

² Fixed Income, Currencies and Commodities

³ +9.8% excluding the introduction of FVA in 2014 (-166 million euros)

⁴ At constant scope and exchange rates

CIB's 2016-2019 Transformation Plan

Leveraging a solid and profitable platform, with a business model serving two well-balanced client franchises (corporates and institutionals), CIB is now gaining market shares in a context of the retrenching of certain peers. The division is generating best in class profitability among its European peers. Well-integrated and with the right size within the Group's businesses, the division built itself up through organic growth, cross-selling with the rest of the Group and within CIB being at the heart of the business model. Disciplined and agile, the division managed to adapt very quickly to Basel 3 by sizeably reducing its risk-weighted assets as early as 2011-2012. In connection with its continuous adaptation, it substantially reduced its leverage exposure this year (-15.6% compared to 2014). Since 2013, it has been reducing the Energy and Commodities business, now repositioned and rightsized. Since the end of 2014, the business unit has implemented a new organisation to speed up its evolution.

However, a new step in CIB's adaptation is now needed in order to cope with new constraints. Some of them are already partly incurred by the Group and not yet allocated to businesses (contribution to the Single Resolution Fund, increased CET1 ratio requirement), others are headwinds from upcoming regulatory changes (review of risk-weighted assets and models, etc.) the magnitude and timing of which are still uncertain. To cope with these new constraints, CIB announces therefore the implementation of a transformation plan whose target is to generate 8 points of return on equity by 2019¹ (target to be fine-tuned and extended to 2020 within the Group's upcoming 2017-2020 plan).

This transformation is based on three levers across all regions and business units. "Focus" aims at freeing up capital and balance sheet to fuel targeted growth by reducing unproductive assets and rightsizing some businesses, countries and client portfolios, to be able at the same time to capture market growth in profitable future segments and increase market share from retreating peers. The target is a gross reduction of risk-weighted assets by 20 billion euros (10 billion euros net of reinvestments). The goal of "Improve" is to optimise the operating model through its industrialisation in order to generate 1 billion euros in cost savings by 2019. All regions, businesses and functions will contribute and 200 projects have thus been identified to reach this target. Lastly, "Grow" aims at implementing targeted growth initiatives, by developing in particular businesses that use less capital and generate fees (businesses that handle client transactions - Securities Services, Transaction Banking, Cash Management where CIB has strong positions - and advisory businesses), by capitalising on the strong positions in derivatives, by developing digital platforms and leveraging targeted geographical initiatives. Adapted to regional positioning, the objective of this ambitious transformation of CIB is to strengthen its European leadership, capitalise on long-term regional growth in Asia-Pacific and better align the platform in the Americas with the Group's strategy and clients.

On the whole, CIB's objective is to adapt to the regulatory constraints with a drive that would provide, excluding headwinds, an annual average revenue growth of 4% between 2015 and 2019, an improvement of the cost/income ratio by 8 points and 1.6 billion euros of additional pre-tax income compared to 2015.

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¹ Before taxes, calculated on the basis of actual allocated equity to operating divisions (9%)

CORPORATE CENTRE

For the whole of 2015, Corporate Centre revenues were 567 million euros compared to 332 million euros in 2014. They factored in +314 million euros of own credit adjustment (OCA) and own credit risk included in derivatives (DVA) (-459 million euros in 2014) as well as a good contribution of BNP Paribas Principal Investment. The Corporate Centre's revenues in 2014 also included +301 million euros in net capital gain from exceptional equity investment sales.

Operating expenses totalled 1,636 million euros compared to 1,262 million euros in 2014. They included in particular 622 million euros in transformation costs related to the Simple & Efficient programme (717 million euros in 2014), 171 million euros in restructuring costs from acquisitions¹ (40 million euros in 2014) and the first contribution to the Single Resolution Fund (net of the decrease in the French systemic tax) which was 181 million euros.

The cost of risk totalled 51 million euros (48 million euros in 2014).

As part of the costs related to the comprehensive settlement with the U.S. authorities, the Group booked an additional exceptional provision of 100 million euros in connection with the remediation plan to industrialise existing processes. Last year, the Group had booked 6 billion euros for the impacts of the comprehensive settlement with the U.S. authorities.

Non-operating items totalled -65 million euros (-196 million euros in 2014). They included a -134 million euro in one-off items (-297 million euros in 2014): -993 million euros in exceptional goodwill impairments (-297 million euros in 2014)²; a +716 million euros capital gain from the sale of the entire stake in Klépierre-Corio; a +123 million euros dilution capital gain due to the merger between Klépierre and Corio; and the +20 million euros³ share of the capital gain from the sale of a non-core investment allocated to the Corporate Centre.

The Corporate Centre's pre-tax income was -1,285 million euros compared to -7,174 million euros in 2014.

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FINANCIAL STRUCTURE

The Group has a strong balance sheet that the increasing regulatory requirements have continued to further strengthen.

The fully loaded Basel 3 common equity Tier 1 ratio⁴ stood at 10.9% as at 31 December 2015, up by 60 basis points compared to 31 December 2014 essentially due to the 2015 results after taking into account the dividend payment.

The Basel 3 fully loaded leverage ratio⁵, calculated on total Tier 1 capital⁶, totalled 4.0% as at 31 December 2015, up by 40 basis points compared to 31 December 2014, due in particular to

¹ LaSer, BGZ Bank, DAB Bank and GE LLD

² Of which BNL bc's full goodwill impairment: -917 million euros (-297 million euros in 2014)

³ +74 million euros in addition booked at CIB-Corporate Banking

⁴ Taking into account all the rules of the CRD4 directives with no transitory provisions. Subject to the provisions of Article 26.2 of Regulation (EU) No 575/2013

⁵ Taking into account all the rules of the CRD4 directives at 2019 with no transitory provisions, calculated according to the delegated act of the European Commission dated 10 October 2014

⁶ Including, as at 31 December 2014, the replacement of Tier 1 instruments that have become ineligible with equivalent eligible instruments

the higher common equity Tier 1 capital and the reduction of the leverage exposure in capital market activities.

The Liquidity Coverage Ratio came to 124% as at 31 December 2015.

The Group's liquid and asset reserve immediately available¹ totalled 266 billion euros (compared to 260 billion euros as at 31 December 2014), which is equivalent to more than one year of room to manoeuvre in terms of wholesale funding.

The evolution of the Group's ratios illustrates its solid organic capital generation and its ability to manage its balance sheet according to regulatory changes.

Evolution of the CET1, Total Capital and TLAC Ratios by 2019

Following the notification by the ECB of the 2015 Supervisory Review and Evaluation Process (SREP), the capital requirement (CET1 ratio) that the Group must respect on a consolidated basis was set at 10.0% in 2016, including the G-SIB buffer of 0.5%. The anticipated level of fully-loaded Basel 3 CET1 ratio requirement is thus 11.5% in 2019 given the gradual phasing-in of the G-SIB buffer to 2% in 2019.

The Group plans to reach this CET1 ratio level by mid-2017 thanks to its organic capital generation and active capital management policy (about 35 basis points per year) and the sale or initial public offering of First Hawaiian Bank that could raise the CET1 ratio by 40 basis points².

Hereafter, the objective of BNP Paribas is to achieve a fully loaded Basel 3 CET1 ratio of 12% as of 2018. This target is taking into account a 50 basis point management buffer, coherently with the Group's strong and recurring organic capital generation and the positive evolution of its ratio throughout the cycle.

The Total Capital ratio requirement for the Group is 12.5% as at 1st January 2019³. The objective of BNP Paribas is a Total Capital ratio above 15% at that date. This objective will result in a buffer of more than 2.5% above the Tier 1 and the Total Capital ratio requirements as at 1st January 2019, bringing the Total Capital to over 100 billion euros and giving an excellent credit quality to the debt securities issued by the Group.

The Group's objective is hence to issue over the next 3 years⁴ 1.5 to 2 billion euros of Additional Tier 1 per year to achieve a target of 1.5% of risk-weighted assets and about 2 to 3 billion euros of Tier 2 securities per year to achieve a target of approximately 2% of risk-weighted assets.

The Total Loss Absorbing Capacity (TLAC) ratio requirement is 20.5% as at 1st January 2019⁵. The objective of BNP Paribas is a 21.0% TLAC ratio at that date. The objective of the Group is to issue about 30 billion of TLAC eligible senior debt by 1st January 2019⁴ (given the MREL level of 2.5% eligible for TLAC), which is equivalent to about 10 billion euros per year, to be realised within the usual medium and long-term funding programme.

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¹ Liquid market assets or eligible to central banks (counterbalancing capacity) taking into account prudential standards, notably US standards, minus intradays payment systems needs

² Subject to market conditions and regulatory authorisations

³ Reminder: Pillar 2 does not apply to Tier 1 and Total Capital regulatory requirements as confirmed by the ECB in the 2015 SREP

⁴ Subject to market conditions

⁵ Including the Conservation buffer and G-SIB buffer

Commenting on these results, Chief Executive Officer Jean-Laurent Bonnafé stated:

“With 6.7 billion euros in net income, BNP Paribas delivered solid results thanks to its integrated and diversified model serving its clients. The Group had a good operating performance with revenues up in its three operating divisions and a cost of risk that remains at a moderate level.

The Group’s balance sheet is rock-solid and the significant increase of the fully loaded Basel 3 common equity Tier 1 ratio to 10.9% shows the solid organic capital generation.

The 2014-2016 plan is well on track and this year the Group will prepare a new plan for 2017-2020.

I would like to thank all the employees of BNP Paribas whose dedicated work in all the businesses and all the regions has made this good performance possible.”

CONSOLIDATED PROFIT AND LOSS ACCOUNT

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|---------------|---------------|----------------|---------------|----------------|---------------|---------------|----------------|
| Revenues | 10,449 | 10,150 | +2.9% | 10,345 | +1.0% | 42,938 | 39,168 | +9.6% |
| Operating Expenses and Dep. | -7,406 | -6,880 | +7.6% | -6,957 | +6.5% | -29,254 | -26,524 | +10.3% |
| Gross Operating Income | 3,043 | 3,270 | -6.9% | 3,388 | -10.2% | 13,684 | 12,644 | +8.2% |
| Cost of Risk | -968 | -1,012 | -4.3% | -882 | +9.8% | -3,797 | -3,705 | +2.5% |
| Costs related to the comprehensive settlement with US authorities | -100 | -50 | +100.0% | 0 | n.s. | -100 | -6,000 | -98.3% |
| Operating Income | 1,975 | 2,208 | -10.6% | 2,506 | -21.2% | 9,787 | 2,939 | n.s. |
| Share of Earnings of Equity-Method Entities | 154 | 80 | +92.5% | 134 | +14.9% | 589 | 407 | +44.7% |
| Other Non Operating Items | -656 | -268 | n.s. | 29 | n.s. | 3 | -196 | n.s. |
| Non Operating Items | -502 | -188 | n.s. | 163 | n.s. | 592 | 211 | n.s. |
| Pre-Tax Income | 1,473 | 2,020 | -27.1% | 2,669 | -44.8% | 10,379 | 3,150 | n.s. |
| Corporate Income Tax | -719 | -566 | +27.0% | -770 | -6.6% | -3,335 | -2,643 | +26.2% |
| Net Income Attributable to Minority Interests | -89 | -77 | +15.6% | -73 | +21.9% | -350 | -350 | +0.0% |
| Net Income Attributable to Equity Holders | 665 | 1,377 | -51.7% | 1,826 | -63.6% | 6,694 | 157 | n.s. |
| Cost/Income | 70.9% | 67.8% | +3.1 pt | 67.2% | +3.7 pt | 68.1% | 67.7% | +0.4 pt |

BNP Paribas' financial disclosures for the fourth quarter 2015 and for the year 2015 are contained in this press release and in the presentation attached herewith.

All legally required disclosures, including the Registration document, are available online at <http://invest.bnpparibas.com> in the "Results" section and are made public by BNP Paribas pursuant to the requirements under Article L.451-1-2 of the French Monetary and Financial Code and Articles 222-1 et seq. of the Autorité des Marchés Financiers' general rules.

4Q15 – RESULTS BY CORE BUSINESSES

| | | Domestic Markets | International Financial Services | CIB | Operating Divisions | Other Activities | Group |
|---|--------------|---------------------|--|--------------|------------------------|---------------------|---------------|
| <i>€m</i> | | | | | | | |
| Revenues | | 3,824 | 3,916 | 2,641 | 10,381 | 68 | 10,449 |
| | %Change/4Q14 | +0.6% | +6.8% | +8.4% | +4.8% | -72.1% | +2.9% |
| | %Change/3Q15 | +0.1% | +2.8% | +0.6% | +1.2% | -23.6% | +1.0% |
| Operating Expenses and Dep. | | -2,627 | -2,396 | -1,988 | -7,011 | -395 | -7,406 |
| | %Change/4Q14 | +6.4% | +7.4% | +10.7% | +7.9% | +2.6% | +7.6% |
| | %Change/3Q15 | +8.1% | +6.5% | +1.4% | +5.6% | +24.2% | +6.5% |
| Gross Operating Income | | 1,197 | 1,520 | 653 | 3,370 | -327 | 3,043 |
| | %Change/4Q14 | -10.1% | +5.7% | +1.9% | -1.2% | n.s. | -6.9% |
| | %Change/3Q15 | -14.0% | -2.6% | -1.7% | -6.8% | +42.8% | -10.2% |
| Cost of Risk | | -470 | -411 | -63 | -944 | -24 | -968 |
| | %Change/4Q14 | -6.9% | -6.6% | n.s. | -3.1% | -36.8% | -4.3% |
| | %Change/3Q15 | +11.6% | -1.2% | +57.5% | +7.6% | n.s. | +9.8% |
| Costs related to the comprehensive settlement with US authorities | | 0 | 0 | 0 | 0 | -100 | -100 |
| | %Change/4Q14 | n.s. | n.s. | n.s. | n.s. | +100.0% | +100.0% |
| | %Change/3Q15 | n.s. | n.s. | n.s. | n.s. | n.s. | n.s. |
| Operating Income | | 727 | 1,109 | 590 | 2,426 | -451 | 1,975 |
| | %Change/4Q14 | -12.1% | +11.1% | -3.6% | -0.5% | +96.9% | -10.6% |
| | %Change/3Q15 | -25.1% | -3.1% | -5.4% | -11.5% | +92.7% | -21.2% |
| Share of Earnings of Equity-Method Entities | | 22 | 112 | 11 | 145 | 9 | 154 |
| Other Non Operating Items | | -8 | 1 | -27 | -34 | -622 | -656 |
| Pre-Tax Income | | 741 | 1,222 | 574 | 2,537 | -1,064 | 1,473 |
| | %Change/4Q14 | -8.1% | +11.0% | -9.2% | -0.1% | n.s. | -27.1% |
| | %Change/3Q15 | -24.2% | -4.0% | -8.0% | -11.7% | n.s. | -44.8% |

| | | Domestic Markets | International Financial Services | CIB | Operating Divisions | Other Activities | Group |
|---|------|---------------------|--|--------------|------------------------|---------------------|---------------|
| <i>€m</i> | | | | | | | |
| Revenues | | 3,824 | 3,916 | 2,641 | 10,381 | 68 | 10,449 |
| | 4Q14 | 3,801 | 3,668 | 2,437 | 9,906 | 244 | 10,150 |
| | 3Q15 | 3,822 | 3,810 | 2,624 | 10,256 | 89 | 10,345 |
| Operating Expenses and Dep. | | -2,627 | -2,396 | -1,988 | -7,011 | -395 | -7,406 |
| | 4Q14 | -2,469 | -2,230 | -1,796 | -6,495 | -385 | -6,880 |
| | 3Q15 | -2,430 | -2,249 | -1,960 | -6,639 | -318 | -6,957 |
| Gross Operating Income | | 1,197 | 1,520 | 653 | 3,370 | -327 | 3,043 |
| | 4Q14 | 1,332 | 1,438 | 641 | 3,411 | -141 | 3,270 |
| | 3Q15 | 1,392 | 1,561 | 664 | 3,617 | -229 | 3,388 |
| Cost of Risk | | -470 | -411 | -63 | -944 | -24 | -968 |
| | 4Q14 | -505 | -440 | -29 | -974 | -38 | -1,012 |
| | 3Q15 | -421 | -416 | -40 | -877 | -5 | -882 |
| Costs related to the comprehensive settlement with US authorities | | 0 | 0 | 0 | 0 | -100 | -100 |
| | 4Q14 | 0 | 0 | 0 | 0 | -50 | -50 |
| | 3Q15 | 0 | 0 | 0 | 0 | 0 | 0 |
| Operating Income | | 727 | 1,109 | 590 | 2,426 | -451 | 1,975 |
| | 4Q14 | 827 | 998 | 612 | 2,437 | -229 | 2,208 |
| | 3Q15 | 971 | 1,145 | 624 | 2,740 | -234 | 2,506 |
| Share of Earnings of Equity-Method Entities | | 22 | 112 | 11 | 145 | 9 | 154 |
| | 4Q14 | 1 | 90 | 16 | 107 | -27 | 80 |
| | 3Q15 | 13 | 101 | 2 | 116 | 18 | 134 |
| Other Non Operating Items | | -8 | 1 | -27 | -34 | -622 | -656 |
| | 4Q14 | -22 | 13 | 4 | -5 | -263 | -268 |
| | 3Q15 | -7 | 27 | -2 | 18 | 11 | 29 |
| Pre-Tax Income | | 741 | 1,222 | 574 | 2,537 | -1,064 | 1,473 |
| | 4Q14 | 806 | 1,101 | 632 | 2,539 | -519 | 2,020 |
| | 3Q15 | 977 | 1,273 | 624 | 2,874 | -205 | 2,669 |
| Corporate Income Tax | | | | | | | -719 |
| Net Income Attributable to Minority Interests | | | | | | | -89 |
| Net Income Attributable to Equity Holders | | | | | | | 665 |

2015 – RESULTS BY CORE BUSINESSES

| | | Domestic Markets | International Financial Services | CIB | Operating Divisions | Other Activities | Group |
|---|--------------|---------------------|--|---------------|------------------------|---------------------|---------------|
| <i>€m</i> | | | | | | | |
| Revenues | | 15,377 | 15,335 | 11,659 | 42,371 | 567 | 42,938 |
| | %Change/2014 | +1.5% | +14.5% | +13.2% | +9.1% | +70.8% | +9.6% |
| Operating Expenses and Dep. | | -10,025 | -9,315 | -8,278 | -27,618 | -1,636 | -29,254 |
| | %Change/2014 | +3.0% | +15.0% | +11.5% | +9.3% | +29.6% | +10.3% |
| Gross Operating Income | | 5,352 | 6,020 | 3,381 | 14,753 | -1,069 | 13,684 |
| | %Change/2014 | -1.1% | +13.7% | +17.7% | +8.7% | +14.9% | +8.2% |
| Cost of Risk | | -1,811 | -1,722 | -213 | -3,746 | -51 | -3,797 |
| | %Change/2014 | -12.5% | +14.0% | n.s. | +2.4% | +6.3% | +2.5% |
| Costs related to the comprehensive settlement with US authorities | | 0 | 0 | 0 | 0 | -100 | -100 |
| | %Change/2014 | n.s. | n.s. | n.s. | n.s. | -98.3% | -98.3% |
| Operating Income | | 3,541 | 4,298 | 3,168 | 11,007 | -1,220 | 9,787 |
| | %Change/2014 | +6.0% | +13.6% | +13.3% | +11.0% | -82.5% | n.s. |
| Share of Earnings of Equity-Method Entities | | 48 | 447 | 34 | 529 | 60 | 589 |
| Other Non Operating Items | | -34 | 35 | 127 | 128 | -125 | 3 |
| Pre-Tax Income | | 3,555 | 4,780 | 3,329 | 11,664 | -1,285 | 10,379 |
| | %Change/2014 | +7.3% | +14.2% | +17.9% | +13.0% | -82.1% | n.s. |
| Corporate Income Tax | | | | | | | -3,335 |
| Net Income Attributable to Minority Interests | | | | | | | -350 |
| Net Income Attributable to Equity Holders | | | | | | | 6,694 |

QUARTERLY SERIES

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|---|---------------|---------------|---------------|---------------|---------------|--------------|---------------|--------------|
| GROUP | | | | | | | | |
| Revenues | 10,449 | 10,345 | 11,079 | 11,065 | 10,150 | 9,538 | 9,569 | 9,911 |
| Operating Expenses and Dep. | -7,406 | -6,957 | -7,083 | -7,808 | -6,880 | -6,483 | -6,368 | -6,793 |
| Gross Operating Income | 3,043 | 3,388 | 3,996 | 3,257 | 3,270 | 3,055 | 3,201 | 3,118 |
| Cost of Risk | -968 | -882 | -903 | -1,044 | -1,012 | -754 | -855 | -1,084 |
| Costs related to the comprehensive settlement with US authorities | -100 | 0 | 0 | 0 | -50 | 0 | -5,950 | 0 |
| Operating Income | 1,975 | 2,506 | 3,093 | 2,213 | 2,208 | 2,301 | -3,604 | 2,034 |
| Share of Earnings of Equity-Method Entities | 154 | 134 | 164 | 137 | 80 | 86 | 138 | 103 |
| Other Non Operating Items | -656 | 29 | 428 | 202 | -268 | 63 | 16 | -7 |
| Pre-Tax Income | 1,473 | 2,669 | 3,685 | 2,552 | 2,020 | 2,450 | -3,450 | 2,130 |
| Corporate Income Tax | -719 | -770 | -1,035 | -811 | -566 | -753 | -671 | -653 |
| Net Income Attributable to Minority Interests | -89 | -73 | -95 | -93 | -77 | -102 | -97 | -74 |
| Net Income Attributable to Equity Holders | 665 | 1,826 | 2,555 | 1,648 | 1,377 | 1,595 | -4,218 | 1,403 |
| Cost/Income | 70.9% | 67.2% | 63.9% | 70.6% | 67.8% | 68.0% | 66.5% | 68.5% |

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|---|--------|--------|--------|--------|--------|--------|--------|--------|
| RETAIL BANKING & SERVICES Excluding PEL/CEL Effects | | | | | | | | |
| Revenues | 7,735 | 7,634 | 7,763 | 7,610 | 7,476 | 7,218 | 6,999 | 6,903 |
| Operating Expenses and Dep. | -5,023 | -4,679 | -4,652 | -4,986 | -4,699 | -4,377 | -4,207 | -4,554 |
| Gross Operating Income | 2,712 | 2,955 | 3,111 | 2,624 | 2,777 | 2,841 | 2,792 | 2,349 |
| Cost of Risk | -881 | -837 | -865 | -950 | -945 | -843 | -825 | -968 |
| Operating Income | 1,831 | 2,118 | 2,246 | 1,674 | 1,832 | 1,998 | 1,967 | 1,381 |
| Share of Earnings of Equity-Method Entities | 134 | 114 | 136 | 111 | 91 | 81 | 92 | 92 |
| Other Non Operating Items | -7 | 20 | -2 | -10 | -9 | 21 | 10 | 1 |
| Pre-Tax Income | 1,958 | 2,252 | 2,380 | 1,775 | 1,914 | 2,100 | 2,069 | 1,474 |
| Allocated Equity (€bn, year to date) | 40.4 | 40.4 | 40.3 | 39.7 | 37.9 | 37.6 | 37.5 | 37.6 |
| RETAIL BANKING & SERVICES | | | | | | | | |
| Revenues | 7,740 | 7,632 | 7,758 | 7,582 | 7,469 | 7,173 | 6,994 | 6,903 |
| Operating Expenses and Dep. | -5,023 | -4,679 | -4,652 | -4,986 | -4,699 | -4,377 | -4,207 | -4,554 |
| Gross Operating Income | 2,717 | 2,953 | 3,106 | 2,596 | 2,770 | 2,796 | 2,787 | 2,349 |
| Cost of Risk | -881 | -837 | -865 | -950 | -945 | -843 | -825 | -968 |
| Operating Income | 1,836 | 2,116 | 2,241 | 1,646 | 1,825 | 1,953 | 1,962 | 1,381 |
| Share of Earnings of Equity-Method Entities | 134 | 114 | 136 | 111 | 91 | 81 | 92 | 92 |
| Other Non Operating Items | -7 | 20 | -2 | -10 | -9 | 21 | 10 | 1 |
| Pre-Tax Income | 1,963 | 2,250 | 2,375 | 1,747 | 1,907 | 2,055 | 2,064 | 1,474 |
| Allocated Equity (€bn, year to date) | 40.4 | 40.4 | 40.3 | 39.7 | 37.9 | 37.6 | 37.5 | 37.6 |
| DOMESTIC MARKETS (including 100% of Private Banking in France, Italy, Belgium and Luxembourg)* Excluding PEL/CEL Effects | | | | | | | | |
| Revenues | 3,945 | 3,959 | 4,017 | 4,022 | 3,930 | 3,927 | 3,910 | 3,932 |
| Operating Expenses and Dep. | -2,694 | -2,496 | -2,426 | -2,673 | -2,531 | -2,437 | -2,371 | -2,643 |
| Gross Operating Income | 1,251 | 1,463 | 1,591 | 1,349 | 1,399 | 1,490 | 1,539 | 1,289 |
| Cost of Risk | -470 | -420 | -432 | -490 | -506 | -493 | -507 | -568 |
| Operating Income | 781 | 1,043 | 1,159 | 859 | 893 | 997 | 1,032 | 721 |
| Share of Earnings of Equity-Method Entities | 22 | 13 | 9 | 5 | 1 | -2 | -10 | 4 |
| Other Non Operating Items | -8 | -7 | -4 | -15 | -22 | 3 | 1 | 0 |
| Pre-Tax Income | 795 | 1,049 | 1,164 | 849 | 872 | 998 | 1,023 | 725 |
| Income Attributable to Wealth and Asset Management | -59 | -70 | -71 | -72 | -59 | -61 | -63 | -65 |
| Pre-Tax Income of Domestic Markets | 736 | 979 | 1,093 | 777 | 813 | 937 | 960 | 660 |
| Allocated Equity (€bn, year to date) | 18.6 | 18.6 | 18.6 | 18.6 | 18.5 | 18.6 | 18.7 | 18.8 |
| DOMESTIC MARKETS (including 2/3 of Private Banking in France, Italy, Belgium and Luxembourg) | | | | | | | | |
| Revenues | 3,824 | 3,822 | 3,878 | 3,853 | 3,801 | 3,759 | 3,780 | 3,804 |
| Operating Expenses and Dep. | -2,627 | -2,430 | -2,362 | -2,606 | -2,469 | -2,376 | -2,310 | -2,580 |
| Gross Operating Income | 1,197 | 1,392 | 1,516 | 1,247 | 1,332 | 1,383 | 1,470 | 1,224 |
| Cost of Risk | -470 | -421 | -432 | -488 | -505 | -491 | -506 | -568 |
| Operating Income | 727 | 971 | 1,084 | 759 | 827 | 892 | 964 | 656 |
| Share of Earnings of Equity-Method Entities | 22 | 13 | 8 | 5 | 1 | -3 | -10 | 4 |
| Other Non Operating Items | -8 | -7 | -4 | -15 | -22 | 3 | 1 | 0 |
| Pre-Tax Income | 741 | 977 | 1,088 | 749 | 806 | 892 | 955 | 660 |
| Allocated Equity (€bn, year to date) | 18.6 | 18.6 | 18.6 | 18.6 | 18.5 | 18.6 | 18.7 | 18.8 |

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| FRENCH RETAIL BANKING (including 100% of Private Banking in France)* | | | | | | | | |
| Revenues | 1,624 | 1,662 | 1,672 | 1,655 | 1,651 | 1,671 | 1,707 | 1,720 |
| <i>Incl. Net Interest Income</i> | 977 | 984 | 969 | 943 | 984 | 981 | 1,030 | 1,006 |
| <i>Incl. Commissions</i> | 647 | 678 | 703 | 712 | 667 | 690 | 677 | 714 |
| Operating Expenses and Dep. | -1,184 | -1,150 | -1,071 | -1,130 | -1,169 | -1,135 | -1,072 | -1,135 |
| Gross Operating Income | 440 | 512 | 601 | 525 | 482 | 536 | 635 | 585 |
| Cost of Risk | -88 | -79 | -87 | -89 | -106 | -85 | -103 | -108 |
| Operating Income | 352 | 433 | 514 | 436 | 376 | 451 | 532 | 477 |
| Non Operating Items | 2 | 0 | 1 | 1 | 0 | 2 | 0 | 1 |
| Pre-Tax Income | 354 | 433 | 515 | 437 | 376 | 453 | 532 | 478 |
| Income Attributable to Wealth and Asset Management | -33 | -41 | -44 | -41 | -32 | -37 | -35 | -39 |
| Pre-Tax Income of French Retail Banking | 321 | 392 | 471 | 396 | 344 | 416 | 497 | 439 |
| Allocated Equity (€bn, year to date) | 6.8 | 6.8 | 6.8 | 6.8 | 6.7 | 6.7 | 6.7 | 6.8 |

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| FRENCH RETAIL BANKING (including 100% of Private Banking in France)* Excluding PEL/CEL Effects | | | | | | | | |
| Revenues | 1,619 | 1,664 | 1,677 | 1,683 | 1,658 | 1,716 | 1,712 | 1,720 |
| <i>Incl. Net Interest Income</i> | 972 | 986 | 974 | 971 | 991 | 1,026 | 1,035 | 1,006 |
| <i>Incl. Commissions</i> | 647 | 678 | 703 | 712 | 667 | 690 | 677 | 714 |
| Operating Expenses and Dep. | -1,184 | -1,150 | -1,071 | -1,130 | -1,169 | -1,135 | -1,072 | -1,135 |
| Gross Operating Income | 435 | 514 | 606 | 553 | 489 | 581 | 640 | 585 |
| Cost of Risk | -88 | -79 | -87 | -89 | -106 | -85 | -103 | -108 |
| Operating Income | 347 | 435 | 519 | 464 | 383 | 496 | 537 | 477 |
| Non Operating Items | 2 | 0 | 1 | 1 | 0 | 2 | 0 | 1 |
| Pre-Tax Income | 349 | 435 | 520 | 465 | 383 | 498 | 537 | 478 |
| Income Attributable to Wealth and Asset Management | -33 | -41 | -44 | -41 | -32 | -37 | -35 | -39 |
| Pre-Tax Income of French Retail Banking | 316 | 394 | 476 | 424 | 351 | 461 | 502 | 439 |
| Allocated Equity (€bn, year to date) | 6.8 | 6.8 | 6.8 | 6.8 | 6.7 | 6.7 | 6.7 | 6.8 |

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| FRENCH RETAIL BANKING (including 2/3 of Private Banking in France) | | | | | | | | |
| Revenues | 1,556 | 1,589 | 1,597 | 1,580 | 1,587 | 1,604 | 1,641 | 1,648 |
| Operating Expenses and Dep. | -1,150 | -1,118 | -1,039 | -1,097 | -1,137 | -1,104 | -1,042 | -1,102 |
| Gross Operating Income | 406 | 471 | 558 | 483 | 450 | 500 | 599 | 546 |
| Cost of Risk | -87 | -79 | -87 | -88 | -106 | -85 | -102 | -108 |
| Operating Income | 319 | 392 | 471 | 395 | 344 | 415 | 497 | 438 |
| Non Operating Items | 2 | 0 | 0 | 1 | 0 | 1 | 0 | 1 |
| Pre-Tax Income | 321 | 392 | 471 | 396 | 344 | 416 | 497 | 439 |
| Allocated Equity (€bn, year to date) | 6.8 | 6.8 | 6.8 | 6.8 | 6.7 | 6.7 | 6.7 | 6.8 |

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|---|------|------|------|------|------|------|------|------|
| BNL banca commerciale (Including 100% of Private Banking in Italy)* | | | | | | | | |
| Revenues | 776 | 756 | 791 | 802 | 798 | 790 | 813 | 818 |
| Operating Expenses and Dep. | -547 | -425 | -439 | -453 | -458 | -424 | -431 | -456 |
| Gross Operating Income | 229 | 331 | 352 | 349 | 340 | 366 | 382 | 362 |
| Cost of Risk | -300 | -309 | -318 | -321 | -322 | -348 | -364 | -364 |
| Operating Income | -71 | 22 | 34 | 28 | 18 | 18 | 18 | -2 |
| Non Operating Items | 0 | 0 | 0 | -1 | 0 | 0 | 0 | 0 |
| Pre-Tax Income | -71 | 22 | 34 | 27 | 18 | 18 | 18 | -2 |
| Income Attributable to Wealth and Asset Management | -11 | -8 | -11 | -10 | -7 | -7 | -8 | -7 |
| Pre-Tax Income of BNL bc | -82 | 14 | 23 | 17 | 11 | 11 | 10 | -9 |
| Allocated Equity (€bn, year to date) | 5.3 | 5.3 | 5.3 | 5.4 | 5.6 | 5.7 | 5.8 | 5.9 |

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|---|------|------|------|------|------|------|------|------|
| BNL banca commerciale (Including 2/3 of Private Banking in Italy) | | | | | | | | |
| Revenues | 757 | 739 | 772 | 783 | 783 | 774 | 797 | 804 |
| Operating Expenses and Dep. | -538 | -417 | -431 | -444 | -450 | -416 | -423 | -449 |
| Gross Operating Income | 219 | 322 | 341 | 339 | 333 | 358 | 374 | 355 |
| Cost of Risk | -301 | -308 | -318 | -321 | -322 | -347 | -364 | -364 |
| Operating Income | -82 | 14 | 23 | 18 | 11 | 11 | 10 | -9 |
| Non Operating Items | 0 | 0 | 0 | -1 | 0 | 0 | 0 | 0 |
| Pre-Tax Income | -82 | 14 | 23 | 17 | 11 | 11 | 10 | -9 |
| Allocated Equity (€bn, year to date) | 5.3 | 5.3 | 5.3 | 5.4 | 5.6 | 5.7 | 5.8 | 5.9 |

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|------|------|------|------|------|------|------|------|
| BELGIAN RETAIL BANKING (Including 100% of Private Banking in Belgium)* | | | | | | | | |
| Revenues | 883 | 880 | 891 | 894 | 875 | 846 | 822 | 842 |
| Operating Expenses and Dep. | -584 | -573 | -564 | -728 | -573 | -572 | -564 | -725 |
| Gross Operating Income | 299 | 307 | 327 | 166 | 302 | 274 | 258 | 117 |
| Cost of Risk | -52 | 2 | -2 | -33 | -28 | -36 | -15 | -52 |
| Operating Income | 247 | 309 | 325 | 133 | 274 | 238 | 243 | 65 |
| Share of Earnings of Equity-Method Entities | 3 | 3 | 5 | 0 | 3 | 4 | 1 | 1 |
| Other Non Operating Items | 4 | -7 | -4 | -13 | -23 | 3 | 1 | 0 |
| Pre-Tax Income | 254 | 305 | 326 | 120 | 254 | 245 | 245 | 66 |
| Income Attributable to Wealth and Asset Management | -15 | -20 | -14 | -20 | -19 | -17 | -19 | -17 |
| Pre-Tax Income of Belgian Retail Banking | 239 | 285 | 312 | 100 | 235 | 228 | 226 | 49 |
| Allocated Equity (€bn, year to date) | 3.7 | 3.7 | 3.7 | 3.6 | 3.5 | 3.5 | 3.4 | 3.4 |

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|------|------|------|------|------|------|------|------|
| BELGIAN RETAIL BANKING (Including 2/3 of Private Banking in Belgium) | | | | | | | | |
| Revenues | 846 | 838 | 854 | 850 | 834 | 808 | 782 | 803 |
| Operating Expenses and Dep. | -562 | -549 | -541 | -705 | -552 | -552 | -543 | -703 |
| Gross Operating Income | 284 | 289 | 313 | 145 | 282 | 256 | 239 | 100 |
| Cost of Risk | -52 | 0 | -2 | -32 | -27 | -35 | -15 | -52 |
| Operating Income | 232 | 289 | 311 | 113 | 255 | 221 | 224 | 48 |
| Share of Earnings of Equity-Method Entities | 3 | 3 | 5 | 0 | 3 | 4 | 1 | 1 |
| Other Non Operating Items | 4 | -7 | -4 | -13 | -23 | 3 | 1 | 0 |
| Pre-Tax Income | 239 | 285 | 312 | 100 | 235 | 228 | 226 | 49 |
| Allocated Equity (€bn, year to date) | 3.7 | 3.7 | 3.7 | 3.6 | 3.5 | 3.5 | 3.4 | 3.4 |

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|---|------------|------------|------------|------------|------------|------------|------------|------------|
| OTHER DOMESTIC MARKETS ACTIVITIES INCLUDING LUXEMBOURG (Including 100% of Private Banking in Luxembourg)* | | | | | | | | |
| Revenues | 667 | 659 | 658 | 643 | 599 | 575 | 563 | 552 |
| Operating Expenses and Dep. | -379 | -348 | -352 | -362 | -331 | -306 | -304 | -327 |
| Gross Operating Income | 288 | 311 | 306 | 281 | 268 | 269 | 259 | 225 |
| Cost of Risk | -30 | -34 | -25 | -47 | -50 | -24 | -25 | -44 |
| Operating Income | 258 | 277 | 281 | 234 | 218 | 245 | 234 | 181 |
| Share of Earnings of Equity-Method Entities | 18 | 10 | 3 | 4 | -2 | -8 | -11 | 2 |
| Other Non Operating Items | -13 | 0 | 0 | -1 | 1 | 0 | 0 | 0 |
| Pre-Tax Income | 263 | 287 | 284 | 237 | 217 | 237 | 223 | 183 |
| Income Attributable to Wealth and Asset Management | 0 | -1 | -2 | -1 | -1 | 0 | -1 | -2 |
| Pre-Tax Income of Other Domestic Markets | 263 | 286 | 282 | 236 | 216 | 237 | 222 | 181 |
| Allocated Equity (€bn, year to date) | 2.9 | 2.8 | 2.8 | 2.8 | 2.7 | 2.7 | 2.7 | 2.7 |
| <hr/> | | | | | | | | |
| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
| OTHER DOMESTIC MARKETS ACTIVITIES INCLUDING LUXEMBOURG (Including 2/3 of Private Banking in Luxembourg) | | | | | | | | |
| Revenues | 665 | 656 | 655 | 640 | 597 | 573 | 560 | 549 |
| Operating Expenses and Dep. | -377 | -346 | -351 | -360 | -330 | -304 | -302 | -326 |
| Gross Operating Income | 288 | 310 | 304 | 280 | 267 | 269 | 258 | 223 |
| Cost of Risk | -30 | -34 | -25 | -47 | -50 | -24 | -25 | -44 |
| Operating Income | 258 | 276 | 279 | 233 | 217 | 245 | 233 | 179 |
| Share of Earnings of Equity-Method Entities | 18 | 10 | 3 | 4 | -2 | -8 | -11 | 2 |
| Other Non Operating Items | -13 | 0 | 0 | -1 | 1 | 0 | 0 | 0 |
| Pre-Tax Income | 263 | 286 | 282 | 236 | 216 | 237 | 222 | 181 |
| Allocated Equity (€bn, year to date) | 2.9 | 2.8 | 2.8 | 2.8 | 2.7 | 2.7 | 2.7 | 2.7 |

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| INTERNATIONAL FINANCIAL SERVICES | | | | | | | | |
| Revenues | 3,916 | 3,810 | 3,880 | 3,729 | 3,668 | 3,414 | 3,214 | 3,099 |
| Operating Expenses and Dep. | -2,396 | -2,249 | -2,290 | -2,380 | -2,230 | -2,001 | -1,897 | -1,974 |
| Gross Operating Income | 1,520 | 1,561 | 1,590 | 1,349 | 1,438 | 1,413 | 1,317 | 1,125 |
| Cost of Risk | -411 | -416 | -433 | -462 | -440 | -352 | -319 | -400 |
| Operating Income | 1,109 | 1,145 | 1,157 | 887 | 998 | 1,061 | 998 | 725 |
| Share of Earnings of Equity-Method Entities | 112 | 101 | 128 | 106 | 90 | 84 | 102 | 88 |
| Other Non Operating Items | 1 | 27 | 2 | 5 | 13 | 18 | 9 | 1 |
| Pre-Tax Income | 1,222 | 1,273 | 1,287 | 998 | 1,101 | 1,163 | 1,109 | 814 |
| Allocated Equity (€bn, year to date) | 21.8 | 21.8 | 21.7 | 21.1 | 19.4 | 19.0 | 18.9 | 18.7 |
| PERSONAL FINANCE | | | | | | | | |
| Revenues | 1,184 | 1,195 | 1,182 | 1,183 | 1,154 | 1,089 | 933 | 927 |
| Operating Expenses and Dep. | -576 | -553 | -571 | -591 | -575 | -501 | -440 | -446 |
| Gross Operating Income | 608 | 642 | 611 | 592 | 579 | 588 | 493 | 481 |
| Cost of Risk | -309 | -287 | -289 | -291 | -292 | -276 | -249 | -278 |
| Operating Income | 299 | 355 | 322 | 301 | 287 | 312 | 244 | 203 |
| Share of Earnings of Equity-Method Entities | 20 | 22 | 15 | 17 | 35 | 12 | 23 | 13 |
| Other Non Operating Items | 0 | 0 | 2 | -2 | -5 | 15 | 6 | 0 |
| Pre-Tax Income | 319 | 377 | 339 | 316 | 317 | 339 | 273 | 216 |
| Allocated Equity (€bn, year to date) | 3.7 | 3.7 | 3.6 | 3.5 | 3.4 | 3.3 | 3.3 | 3.3 |
| EUROPE-MEDITERRANEAN (Including 100% of Private Banking in Turkey)* | | | | | | | | |
| Revenues | 621 | 611 | 658 | 600 | 622 | 543 | 491 | 448 |
| Operating Expenses and Dep. | -444 | -404 | -410 | -454 | -424 | -350 | -344 | -349 |
| Gross Operating Income | 177 | 207 | 248 | 146 | 198 | 193 | 147 | 99 |
| Cost of Risk | -96 | -111 | -108 | -151 | -136 | -66 | -49 | -106 |
| Operating Income | 81 | 96 | 140 | -5 | 62 | 127 | 98 | -7 |
| Share of Earnings of Equity-Method Entities | 45 | 44 | 42 | 42 | 24 | 24 | 28 | 26 |
| Other Non Operating Items | 2 | 0 | -2 | 1 | 2 | 1 | 1 | 0 |
| Pre-Tax Income | 128 | 140 | 180 | 38 | 88 | 152 | 127 | 19 |
| Income Attributable to Wealth and Asset Management | 0 | -2 | 0 | -1 | 0 | 0 | -1 | 0 |
| Pre-Tax Income of EUROPE-MEDITERRANEAN | 128 | 138 | 180 | 37 | 88 | 152 | 126 | 19 |
| Allocated Equity (€bn, year to date) | 4.4 | 4.4 | 4.4 | 4.3 | 3.7 | 3.5 | 3.5 | 3.5 |
| EUROPE-MEDITERRANEAN (Including 2/3 of Private Banking in Turkey) | | | | | | | | |
| Revenues | 620 | 608 | 656 | 598 | 620 | 541 | 489 | 447 |
| Operating Expenses and Dep. | -443 | -403 | -408 | -453 | -422 | -348 | -343 | -348 |
| Gross Operating Income | 177 | 205 | 248 | 145 | 198 | 193 | 146 | 99 |
| Cost of Risk | -96 | -111 | -108 | -151 | -136 | -66 | -49 | -106 |
| Operating Income | 81 | 94 | 140 | -6 | 62 | 127 | 97 | -7 |
| Share of Earnings of Equity-Method Entities | 45 | 44 | 42 | 42 | 24 | 24 | 28 | 26 |
| Other Non Operating Items | 2 | 0 | -2 | 1 | 2 | 1 | 1 | 0 |
| Pre-Tax Income | 128 | 138 | 180 | 37 | 88 | 152 | 126 | 19 |
| Allocated Equity (€bn, year to date) | 4.4 | 4.4 | 4.4 | 4.3 | 3.7 | 3.5 | 3.5 | 3.5 |

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|---|------------|------------|------------|------------|------------|------------|------------|------------|
| BANCWEST (Including 100% of Private Banking in United States)* | | | | | | | | |
| Revenues | 732 | 700 | 728 | 664 | 612 | 566 | 537 | 514 |
| Operating Expenses and Dep. | -481 | -464 | -465 | -475 | -388 | -353 | -336 | -366 |
| Gross Operating Income | 251 | 236 | 263 | 189 | 224 | 213 | 201 | 148 |
| Cost of Risk | 5 | -20 | -16 | -19 | -17 | -6 | -16 | -11 |
| Operating Income | 256 | 216 | 247 | 170 | 207 | 207 | 185 | 137 |
| Share of Earnings of Equity-Method Entities | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Other Non Operating Items | 2 | 25 | 1 | 3 | -1 | 1 | 1 | 3 |
| Pre-Tax Income | 258 | 241 | 248 | 173 | 206 | 208 | 186 | 140 |
| Income Attributable to Wealth and Asset Management | -3 | -3 | -2 | -2 | -3 | -2 | -2 | -1 |
| Pre-Tax Income of BANCWEST | 255 | 238 | 246 | 171 | 203 | 206 | 184 | 139 |
| Allocated Equity (€bn, year to date) | 5.1 | 5.2 | 5.2 | 4.9 | 4.3 | 4.2 | 4.2 | 4.2 |
| BANCWEST (Including 2/3 of Private Banking in United States) | | | | | | | | |
| Revenues | 721 | 690 | 719 | 655 | 604 | 559 | 531 | 508 |
| Operating Expenses and Dep. | -473 | -457 | -458 | -468 | -383 | -348 | -332 | -361 |
| Gross Operating Income | 248 | 233 | 261 | 187 | 221 | 211 | 199 | 147 |
| Cost of Risk | 5 | -20 | -16 | -19 | -17 | -6 | -16 | -11 |
| Operating Income | 253 | 213 | 245 | 168 | 204 | 205 | 183 | 136 |
| Non Operating Items | 2 | 25 | 1 | 3 | -1 | 1 | 1 | 3 |
| Pre-Tax Income | 255 | 238 | 246 | 171 | 203 | 206 | 184 | 139 |
| Allocated Equity (€bn, year to date) | 5.1 | 5.2 | 5.2 | 4.9 | 4.3 | 4.2 | 4.2 | 4.2 |
| INSURANCE | | | | | | | | |
| Revenues | 601 | 576 | 557 | 570 | 577 | 538 | 535 | 530 |
| Operating Expenses and Dep. | -302 | -279 | -274 | -305 | -279 | -262 | -253 | -287 |
| Gross Operating Income | 299 | 297 | 283 | 265 | 298 | 276 | 282 | 243 |
| Cost of Risk | -4 | 3 | -4 | 0 | 1 | -4 | -1 | -2 |
| Operating Income | 295 | 300 | 279 | 265 | 299 | 272 | 281 | 241 |
| Share of Earnings of Equity-Method Entities | 36 | 25 | 56 | 39 | 17 | 37 | 33 | 37 |
| Other Non Operating Items | 0 | 0 | 1 | 0 | 0 | -1 | 0 | -2 |
| Pre-Tax Income | 331 | 325 | 336 | 304 | 316 | 308 | 314 | 276 |
| Allocated Equity (€bn, year to date) | 6.8 | 6.7 | 6.6 | 6.6 | 6.3 | 6.2 | 6.2 | 6.1 |
| WEALTH AND ASSET MANAGEMENT | | | | | | | | |
| Revenues | 790 | 741 | 766 | 723 | 713 | 687 | 726 | 687 |
| Operating Expenses and Dep. | -602 | -557 | -579 | -563 | -571 | -542 | -529 | -532 |
| Gross Operating Income | 188 | 184 | 187 | 160 | 142 | 145 | 197 | 155 |
| Cost of Risk | -7 | -1 | -16 | -1 | 4 | 0 | -4 | -3 |
| Operating Income | 181 | 183 | 171 | 159 | 146 | 145 | 193 | 152 |
| Share of Earnings of Equity-Method Entities | 11 | 10 | 15 | 8 | 14 | 11 | 18 | 12 |
| Other Non Operating Items | -3 | 2 | 0 | 3 | 17 | 2 | 1 | 0 |
| Pre-Tax Income | 189 | 195 | 186 | 170 | 177 | 158 | 212 | 164 |
| Allocated Equity (€bn, year to date) | 1.8 | 1.8 | 1.8 | 1.8 | 1.7 | 1.7 | 1.7 | 1.7 |

* Including 100% of Private Banking for Revenues down to Pre-tax income line items

| €m | 4Q15 | 3Q15 | 2Q15 | 1Q15 | 4Q14 | 3Q14 | 2Q14 | 1Q14 |
|--|---------------|--------------|--------------|--------------|--------------|--------------|---------------|--------------|
| CORPORATE AND INSTITUTIONAL BANKING | | | | | | | | |
| Revenues | 2,641 | 2,624 | 3,048 | 3,346 | 2,437 | 2,519 | 2,636 | 2,705 |
| Operating Expenses and Dep. | -1,988 | -1,960 | -2,064 | -2,266 | -1,796 | -1,809 | -1,821 | -1,999 |
| Gross Operating Income | 653 | 664 | 984 | 1,080 | 641 | 710 | 815 | 706 |
| Cost of Risk | -63 | -40 | -14 | -96 | -29 | 88 | -39 | -96 |
| Operating Income | 590 | 624 | 970 | 984 | 612 | 798 | 776 | 610 |
| Share of Earnings of Equity-Method Entities | 11 | 2 | 13 | 8 | 16 | 0 | 25 | -4 |
| Other Non Operating Items | -27 | -2 | 20 | 136 | 4 | -1 | -6 | -6 |
| Pre-Tax Income | 574 | 624 | 1,003 | 1,128 | 632 | 797 | 795 | 600 |
| Allocated Equity (€bn, year to date) | 17.9 | 17.8 | 17.7 | 17.0 | 16.0 | 15.8 | 15.8 | 16.0 |
| CORPORATE BANKING | | | | | | | | |
| Revenues | 1,025 | 832 | 959 | 920 | 965 | 856 | 924 | 788 |
| Operating Expenses and Dep. | -571 | -535 | -568 | -584 | -537 | -484 | -489 | -519 |
| Gross Operating Income | 454 | 297 | 391 | 336 | 428 | 372 | 435 | 269 |
| Cost of Risk | -69 | -51 | 55 | -74 | -26 | 68 | -51 | -122 |
| Operating Income | 385 | 246 | 446 | 262 | 402 | 440 | 384 | 147 |
| Non Operating Items | -9 | -2 | 41 | 132 | 8 | 0 | 18 | -12 |
| Pre-Tax Income | 376 | 244 | 487 | 394 | 410 | 440 | 402 | 135 |
| Allocated Equity (€bn, year to date) | 8.8 | 8.7 | 8.6 | 8.5 | 7.7 | 7.6 | 7.6 | 7.6 |
| GLOBAL MARKETS | | | | | | | | |
| Revenues | 1,180 | 1,345 | 1,613 | 1,986 | 1,084 | 1,261 | 1,296 | 1,546 |
| <i>incl. FICC</i> | <i>800</i> | <i>880</i> | <i>992</i> | <i>1,266</i> | <i>790</i> | <i>878</i> | <i>788</i> | <i>963</i> |
| <i>incl. Equity & Prime Services</i> | <i>380</i> | <i>465</i> | <i>621</i> | <i>720</i> | <i>294</i> | <i>383</i> | <i>508</i> | <i>583</i> |
| Operating Expenses and Dep. | -1,029 | -1,059 | -1,131 | -1,333 | -913 | -998 | -1,024 | -1,173 |
| Gross Operating Income | 151 | 286 | 482 | 653 | 171 | 263 | 272 | 373 |
| Cost of Risk | 4 | 12 | -73 | -22 | -6 | 19 | 11 | 26 |
| Operating Income | 155 | 298 | 409 | 631 | 165 | 282 | 283 | 399 |
| Share of Earnings of Equity-Method Entities | 5 | 5 | -7 | 13 | 9 | -1 | 7 | 7 |
| Other Non Operating Items | -12 | -3 | 0 | -1 | -5 | 0 | -6 | -5 |
| Pre-Tax Income | 148 | 300 | 402 | 643 | 169 | 281 | 284 | 401 |
| Allocated Equity (€bn, year to date) | 8.5 | 8.5 | 8.5 | 8.0 | 7.7 | 7.7 | 7.7 | 7.9 |
| SECURITIES SERVICES | | | | | | | | |
| Revenues | 436 | 447 | 476 | 440 | 388 | 402 | 416 | 371 |
| Operating Expenses and Dep. | -388 | -366 | -365 | -349 | -346 | -327 | -308 | -307 |
| Gross Operating Income | 48 | 81 | 111 | 91 | 42 | 75 | 108 | 64 |
| Cost of Risk | 2 | -1 | 4 | 0 | 3 | 1 | 1 | 0 |
| Operating Income | 50 | 80 | 115 | 91 | 45 | 76 | 109 | 64 |
| Non Operating Items | 0 | 0 | -1 | 0 | 8 | 0 | 0 | 0 |
| Pre-Tax Income | 50 | 80 | 114 | 91 | 53 | 76 | 109 | 64 |
| Allocated Equity (€bn, year to date) | 0.6 | 0.6 | 0.6 | 0.5 | 0.5 | 0.5 | 0.5 | 0.5 |
| CORPORATE CENTRE | | | | | | | | |
| Revenues | 68 | 89 | 273 | 137 | 244 | -154 | -61 | 303 |
| Operating Expenses and Dep. | -395 | -318 | -367 | -556 | -385 | -297 | -340 | -240 |
| <i>Incl. Restructuring and Transformation Costs</i> | <i>-286</i> | <i>-160</i> | <i>-217</i> | <i>-130</i> | <i>-254</i> | <i>-154</i> | <i>-207</i> | <i>-142</i> |
| Gross Operating Income | -327 | -229 | -94 | -419 | -141 | -451 | -401 | 63 |
| Cost of Risk | -24 | -5 | -24 | 2 | -38 | 1 | 9 | -20 |
| Costs related to the comprehensive settlement with US authorities | -100 | 0 | 0 | 0 | -50 | 0 | -5,950 | 0 |
| Operating Income | -451 | -234 | -118 | -417 | -229 | -450 | -6,342 | 43 |
| Share of Earnings of Equity-Method Entities | 9 | 18 | 15 | 18 | -27 | 5 | 21 | 15 |
| Other Non Operating Items | -622 | 11 | 410 | 76 | -263 | 43 | 12 | -2 |
| Pre-Tax Income | -1,064 | -205 | 307 | -323 | -519 | -402 | -6,309 | 56 |

| | |
|---|-----------|
| GOOD OPERATING PERFORMANCE AND SOLID ORGANIC CAPITAL GENERATION..... | 2 |
| RETAIL BANKING & SERVICES | 5 |
| DOMESTIC MARKETS | 5 |
| INTERNATIONAL FINANCIAL SERVICES | 8 |
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Figures included in this presentation are unaudited. On 24 March 2015, BNP Paribas issued a restatement of its quarterly results for 2014 reflecting, in particular, the new organization of the Bank's operating divisions as well as the adoption of the accounting standards IFRIC 21. This presentation is based on the published or the restated 2014 data as appropriate.

This presentation includes forward-looking statements based on current beliefs and expectations about future events. Forward-looking statements include financial projections and estimates and their underlying assumptions, statements regarding plans, objectives and expectations with respect to future events, operations, products and services, and statements regarding future performance and synergies. Forward-looking statements are not guarantees of future performance and are subject to inherent risks, uncertainties and assumptions about BNP Paribas and its subsidiaries and investments, developments of BNP Paribas and its subsidiaries, banking industry trends, future capital expenditures and acquisitions, changes in economic conditions globally or in BNP Paribas' principal local markets, the competitive market and regulatory factors. Those events are uncertain; their outcome may differ from current expectations which may in turn significantly affect expected results. Actual results may differ materially from those projected or implied in these forward looking statements. Any forward-looking statement contained in this presentation speaks as of the date of this presentation. BNP Paribas undertakes no obligation to publicly revise or update any forward-looking statements in light of new information or future events. It should be recalled in this regard that the Supervisory Review and Evaluation Process is carried out each year by the European Central Bank, which can modify each year its capital adequacy ratio requirements for BNP Paribas.

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BNP PARIBAS 2015 FULL YEAR RESULTS

5 FEBRUARY 2016



BNP PARIBAS



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Figures included in this presentation are unaudited. On 24 March 2015, BNP Paribas issued a restatement of its quarterly results for 2014 reflecting, in particular, the new organization of the Bank's operating divisions as well as the adoption of the accounting standards IFRIC 21. This presentation is based on the published or the restated 2014 data as appropriate.

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2015 Key Messages

Revenue growth in all the operating divisions

Revenues of the operating divisions:
+9.1% vs. 2014

Good growth in pre-tax income of the operating divisions

Pre-tax income of the operating divisions:
+13.0% vs. 2014

Cost of risk stable at a moderate level

54 bp* (-3 bp vs. 2014)

Net income Group share
Dividend per share

€6,694m
€2.31**

Continued increase of the Basel 3 ratios during the year

CET1 ratio*: 10.9% (+60 bp vs. 31.12.14)**
Leverage ratio*: 4.0% (+40 bp vs. 31.12.14)**

Good operating performance
Solid organic capital generation

Launch of the 2016-2019 CIB transformation plan

* Net provisions/Customer loans; ** Subject to the approval of AGM on 26 May 2016; *** As at 31 December 2015, CRD4 ("2019 fully loaded" ratio)

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Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Main Exceptional Items - 2015

● Revenues

- Net capital gains from exceptional equity investment sales (*Corporate Centre*)
- Own credit adjustment and DVA (*Corporate Centre*)
- Introduction of FVA* (*CIB - Global Markets*)

● Operating expenses

- Simple & Efficient transformation costs and restructuring costs** (*Corporate Centre*)
- Contribution to the resolution process of 4 Italian banks***

● Cost of risk

- Portfolio provision due to the exceptional situation in Eastern Europe

● Costs related to the comprehensive settlement with U.S. authorities (*Corporate Centre*)

- Amount of penalties
- Costs related to the remediation plan

● Non operating items

- Exceptional goodwill impairments**** (*Corporate Centre*)
- Capital gain on the sale of a non-strategic stake*****
- Sale of the stake in Klépierre-Corio (*Corporate Centre*)
- Dilution capital gain due to the merger between Klépierre and Corio (*Corporate Centre*)

| > | 2015 | > | 2014 |
|---|---------------|---|-----------------|
| | | | +€301m |
| | +€314m | | -€459m |
| | | | -€166m |
| | +€314m | | -€324m |
| | -€793m | | -€757m |
| | -€69m | | |
| | -€862m | | -€757m |
| | | | -€100m |
| | | | -€100m |
| | | | -€5,750m |
| | -€100m | | -€250m |
| | -€100m | | -€6,000m |
| | -€993m | | -€297m |
| | +€94m | | |
| | +€716m | | |
| | +€123m | | |
| | -€60m | | -€297m |
| | -€708m | | -€7,478m |

Total one-off items

* Funding Valuation Adjustment; ** Restructuring costs of LaSer, Bank BGZ, DAB Bank and GE LLD; *** BNL bc (-€65m), Personal Finance (-€4m); **** Of which BNL bc's full goodwill impairment: -€917m in 4Q15 and -€297m in 4Q14; ***** CIB-Corporate Banking (€74m), Corporate Centre (€20m)



Consolidated Group - 2015

| | > 2015 | > 2014* | > 2015 vs. 2014 | > 2015 vs. 2014 <i>Operating Divisions</i> |
|--|-----------|-----------|-----------------|---|
| Revenues | €42,938m | €39,168m | +9.6% | +9.1% |
| Operating expenses | -€29,254m | -€26,524m | +10.3% | +9.3% |
| Gross operating income | €13,684m | €12,644m | +8.2% | +8.7% |
| Cost of risk | -€3,797m | -€3,705m | +2.5% | +2.4% |
| Costs related to the comprehensive settlement with U.S. authorities | -€100m | -€6,000m | n.s. | |
| Non operating items | €592m | €211m | n.s. | +61.4% |
| Pre-tax income | €10,379m | €3,150m | n.s. | +13.0% |
| Net income attributable to equity holders | €6,694m | €157m | n.s. | |
| Net income attributable to equity holders excluding one-off items** | €7,338m | | +7.3%*** | |
| Return on equity excluding one-off items****: | | | 9.2% | |
| Return on tangible equity excluding one-off items****: | | | 11.1% | |

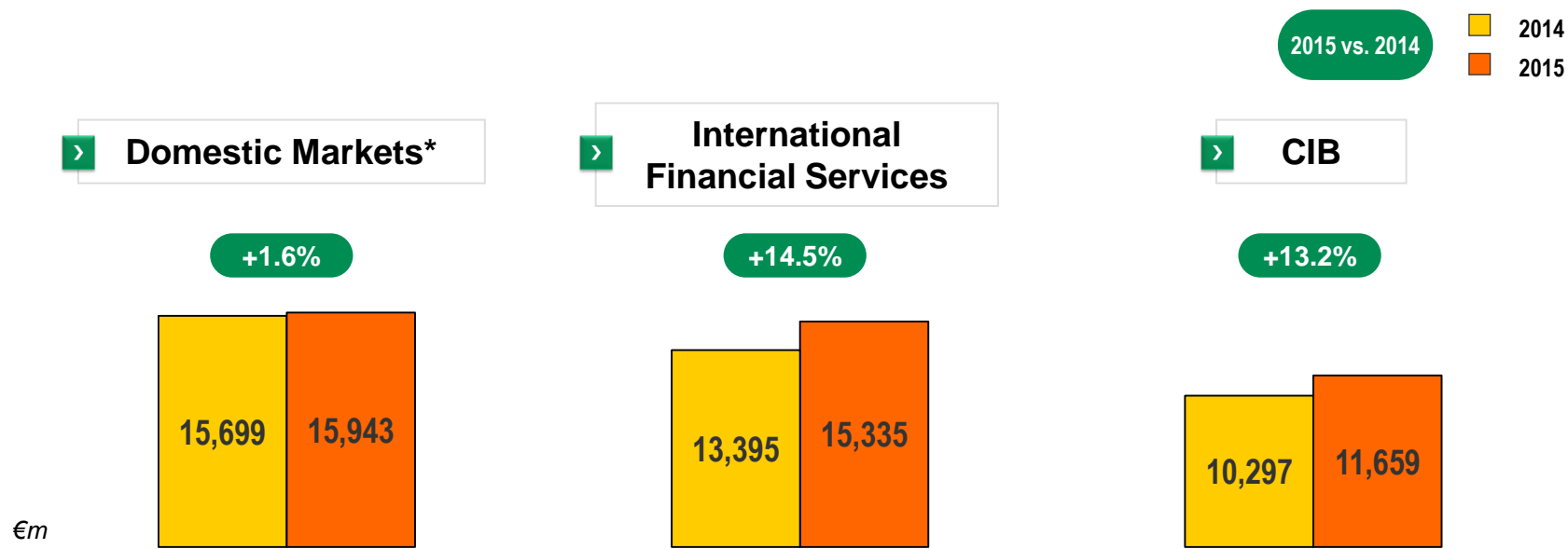


Good overall performance

* See restatement of the year 2014, published on 24 March 2015; ** See slide 5; *** Excluding one-off items and the first contribution to the SRF (-€181m); **** Including one-off items: return on equity, 8.3%; return on tangible equity, 10.1%



Revenues of the Operating Divisions - 2015

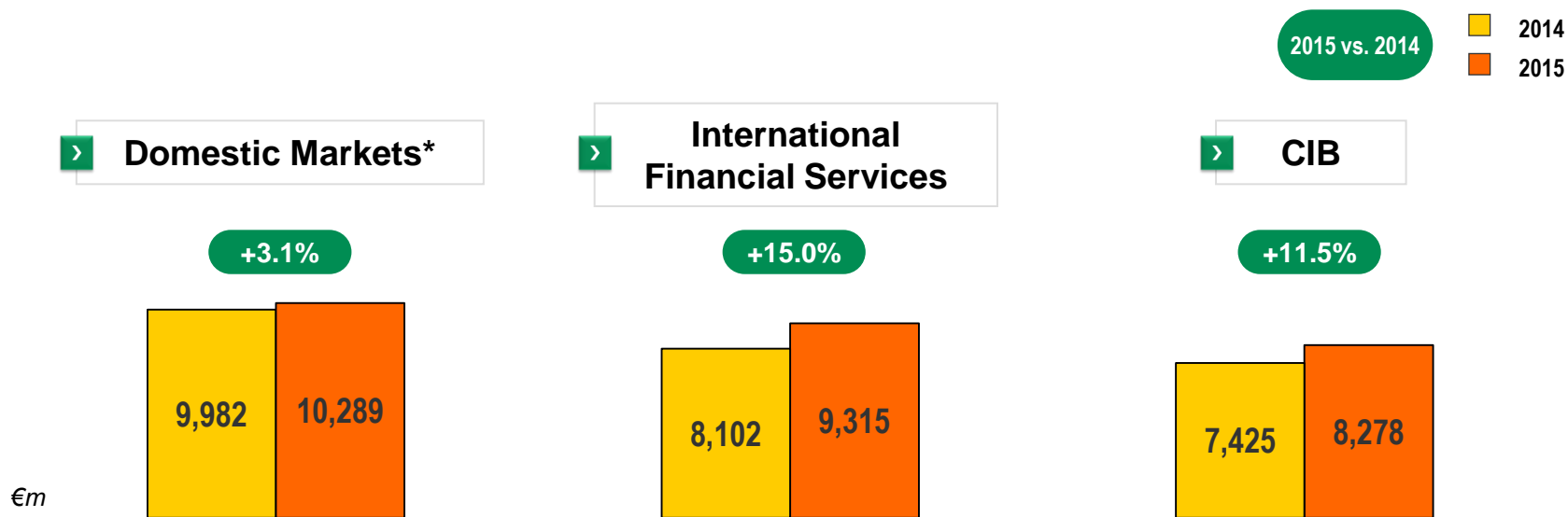


- Impact of acquisitions made in 2014 and significant foreign exchange effect
- At constant scope and exchange rates
 - Rise in the revenues of the operating divisions: +3.5% vs. 2014

>
Solid performance of Domestic Markets
Strong growth at IFS and CIB

* Including 100% of Private Banking in France (excluding PEL/CEL effects), in Italy, Belgium and Luxembourg

Operating Expenses of the Operating Divisions - 2015



- Impact of acquisitions made in 2014 and significant foreign exchange effect
- At constant scope and exchange rates
 - Rise in the operating expenses of the operating divisions: +3.2% vs. 2014
 - Improvement of the cost/income ratio: -0.2 pt vs. 2014
- Implementation of new regulations and strengthening compliance
- 2014-2016 business development plans now largely completed

Rise in regulatory costs and finalisation of the business development plans mitigated by the effects of Simple & Efficient

* Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium and Luxembourg

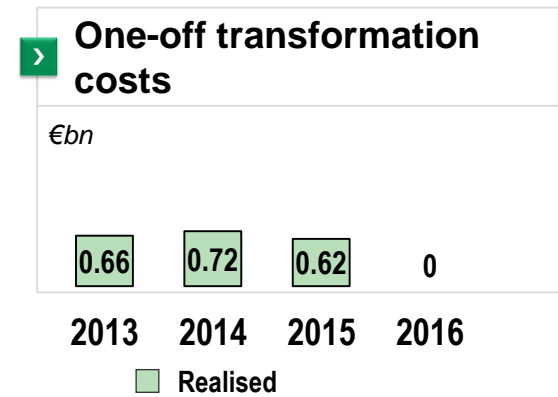
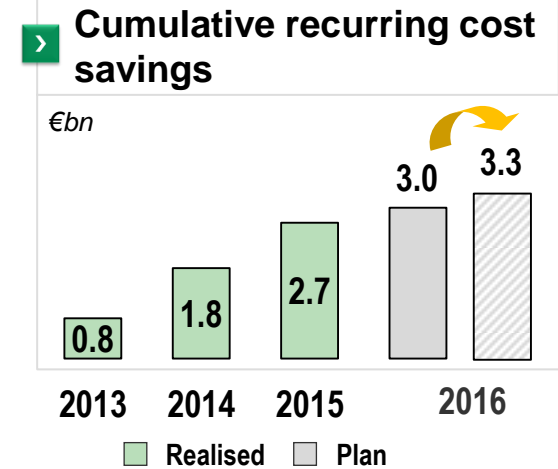
Simple & Efficient

- Very good momentum throughout the entire Group
 - 1,380 programmes identified including 2,682 projects
 - 62% of projects initiated since 2013 already completed

- Cost savings
 - €2,738m since the launch of the plan, beyond the initial €2.6bn target in 2015
 - Equivalent to 91% of the €3.0bn target per year from 2016
 - Of which €978m booked in 2015

- Cost savings target raised from €3.0bn to €3.3bn
 - To offset additional compliance costs in 2016

- Transformation costs: €622m in 2015
 - Of which €232m in 4Q15

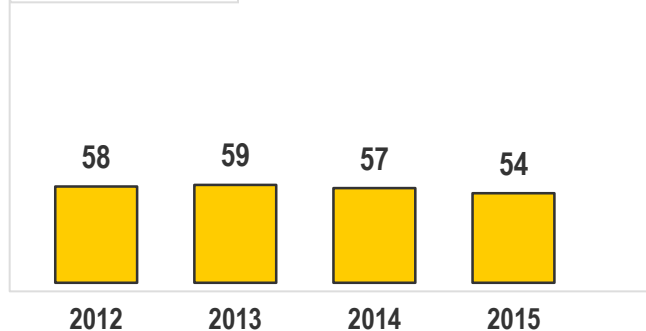


Cost savings target raised from €3.0bn to €3.3bn to offset the strengthening of compliance set ups

Cost of Risk - 2015 (1/2)

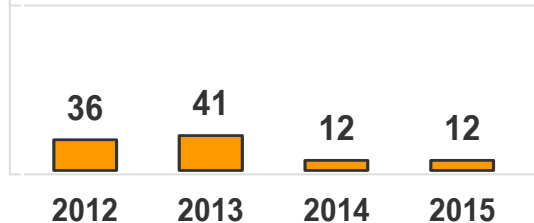
Net provisions/Customer loans (in annualised bp)

> Group



- Cost of risk: €3,797m (+€92m vs. 2014)
 - Scope effect linked to the acquisitions made in 2014 (+€143m vs. 2014)
 - Cost of risk down slightly excluding this effect

> CIB - Corporate Banking

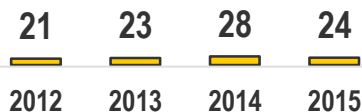


- €139m (+€8m vs. 2014)
- Cost of risk at a very low level

Cost of Risk - 2015 (2/2)

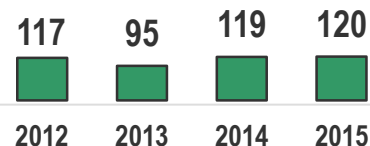
Net provisions/Customer loans (in annualised bp)

> FRB



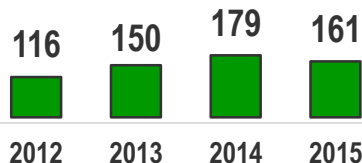
- €343m (-€59m vs. 2014)
- Cost of risk still low

> Europe-Mediterranean



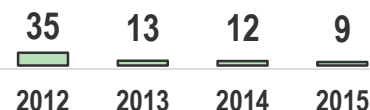
- €466m (+€109m vs. 2014)
- Scope effect linked to the acquisition of BGZ: €38m
- Cost of risk ~stable (bp)

> BNL bc



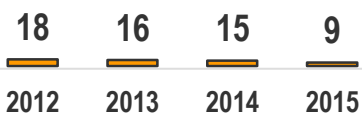
- €1,248m (-€150m vs. 2014)
- Decline in the cost of risk
- Significant decrease in doubtful loan inflows

> BancWest



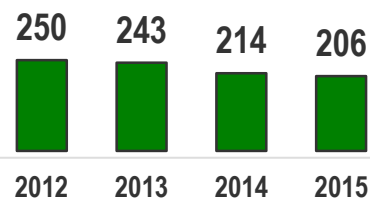
- €50m (stable vs. 2014)
- Cost of risk still very low

> BRB



- €85m (-€46m vs. 2014)
- Cost of risk particularly low

> Personal Finance

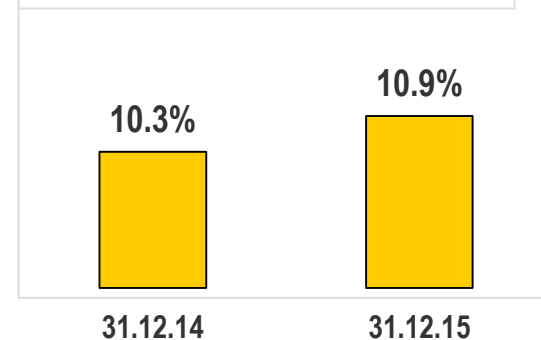


- €1,176m (+€81m vs. 2014)
- Scope effect linked to the acquisitions
- Decrease in the cost of risk excluding this effect

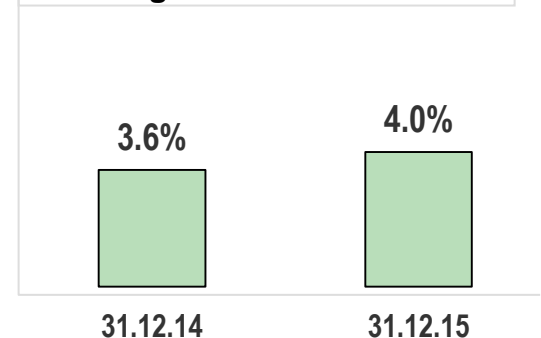
Financial Structure

- Fully loaded Basel 3 CET1 ratio*: 10.9% as at 31.12.15 (+60 bp vs. 31.12.14)
 - Essentially due to the 2015 results after taking into account the dividend payment
- Fully loaded Basel 3 leverage**: 4.0% as at 31.12.15 (+40 bp vs. 31.12.14)
 - Effect of the higher CET1 capital
 - Reduction of the leverage exposure in capital market activities
- Liquidity Coverage Ratio: 124% as at 31.12.15
- Immediately available liquidity reserve***: €266bn (€260bn as at 31.12.14)
 - Amounting to ~185% of short-term wholesale funding, equivalent to over 1 year of room to manoeuvre

> Fully loaded Basel 3 CET1 ratio*



> Fully loaded Basel 3 leverage ratio**



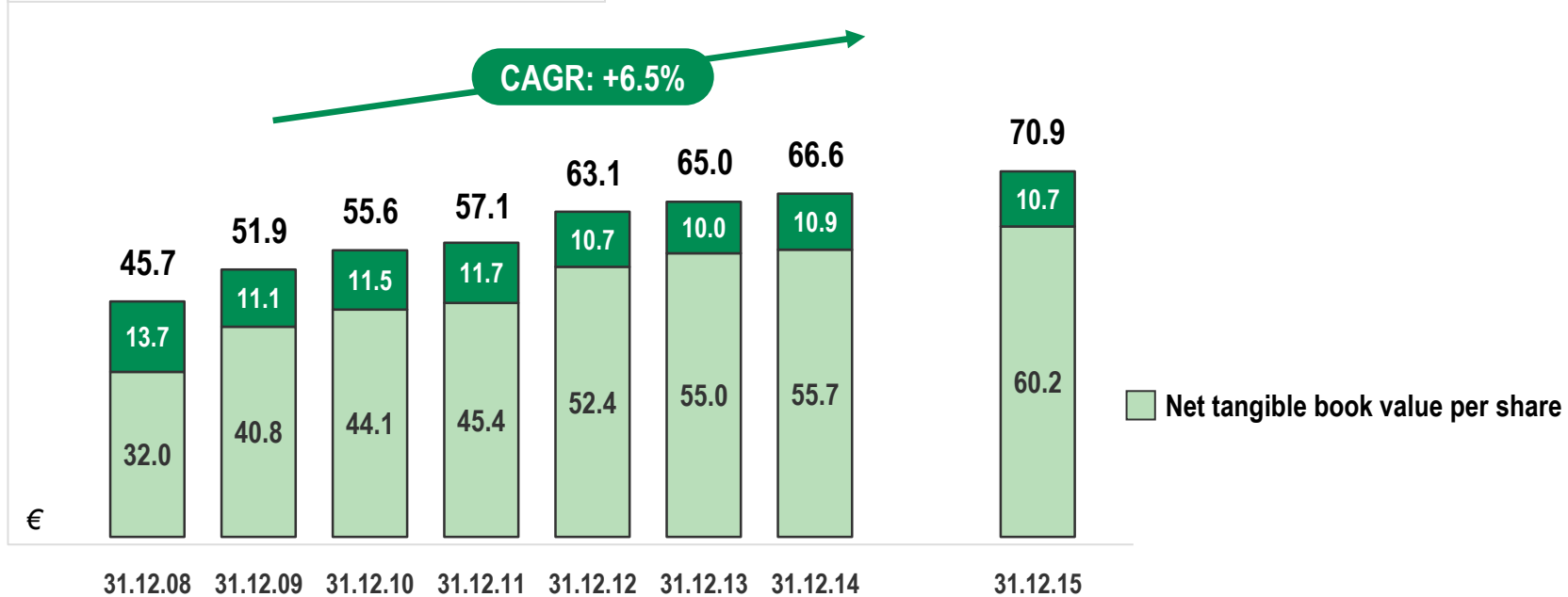
> **Solid organic capital generation**

* CRD4 (2019 fully loaded ratio); ** CRD4 (2019 fully loaded ratio), calculated according to the delegated act of the European Commission dated 10.10.2014 (see note (d) on slide 90); *** Liquid market assets or eligible to central banks (counterbalancing capacity) taking into account prudential standards, notably US standards, minus intradays payment systems needs



Net Book Value per Share

> Net book value per share

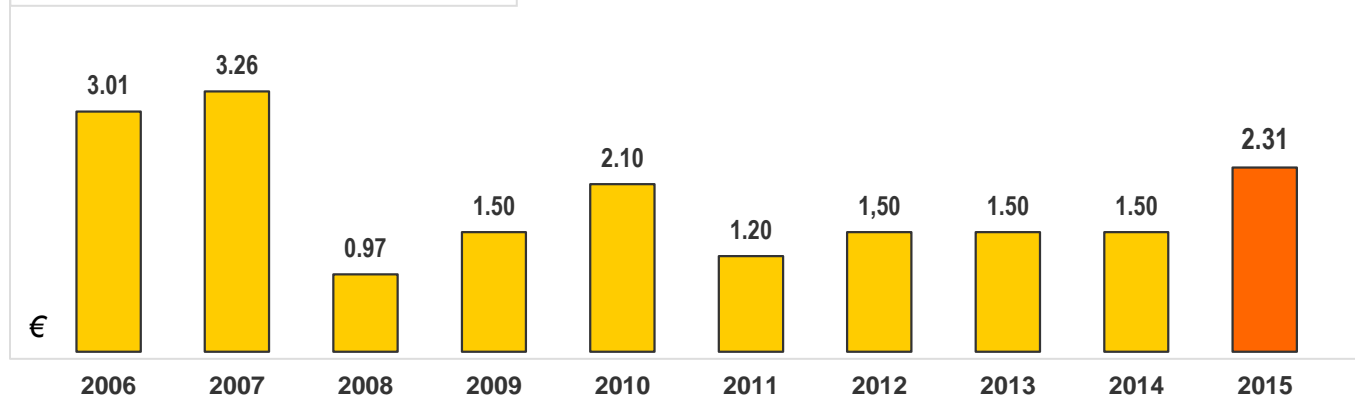


> **Continued growth in the net book value per share throughout the cycle**

Dividend

- Dividend*: €2.31 per share
 - Paid in cash
 - Dividend yield: 5.3%**
- Implying a pay out ratio of 45%

> Dividend per share



> **2015 dividend: €2.31 per share**

* Subject to approval at the Shareholders' Meeting on 26 May 2016, shares will go ex-dividend on 2 June 2016, payment on 6 June 2016; ** Based on the closing price on 29 January 2016 (€43.73)



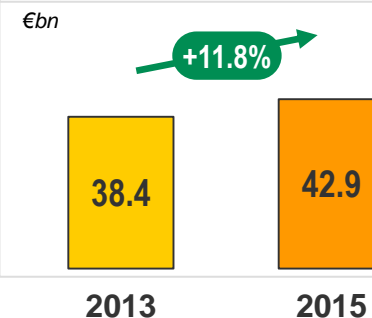
2014-2016 Business Development Plan

- Good evolution of the Group's performances
 - Average annual revenue growth of the operating divisions*: Domestic Markets: +1.4%; IFS: +9.0%; CIB: +7.4%
 - Geographic business development plans: objective of the plan already achieved in Asia Pacific (2015 revenues: €3.2bn, +6.2%** vs. 2014) and in CIB-North America (2015 revenues: €2.2bn, +15.3%** vs. 2014)

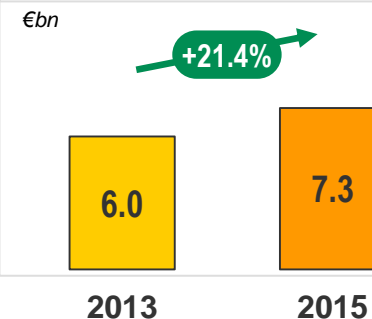
- Use of capital resources
 - Low increase of risk-weighted assets: +0.6% vs. 2013*
 - Targeted acquisitions generating synergies (€245m by 2017***)

- 2016 ROE target of the plan confirmed (reminder: 10% ROE calculated on 10% CET1 ratio)

> Group revenues



> Net income (excluding one-off items)



2014-2016 plan well on track
Preparation this year of a new 2017-2020 plan

* 2013-2015 average annual growth rate; ** At constant exchange rates; *** Additional synergies expected in 2016 and 2017, excluding restructuring costs

Active Implementation Throughout the Group of the Remediation Plan and Reinforcement of Compliance and Control Procedures

- Implementation of the remediation plan agreed as part of the comprehensive settlement with the U.S. authorities in line with the timetable defined
 - 45 projects of which 24 already finalised
 - USD flows for the Group will be processed and controlled via the New York branch: 85% of USD outflows now processed by the New York branch
 - Group Financial Security department in the US, based in New York, fully operational
- Reinforcement of compliance and control procedures
 - Vertical integration of the Compliance and Legal functions
 - Increase staffing of the compliance organisation (2,765 people, +1,033 vs. 2014)
 - Increase in the number of controls performed by the General Inspection: 54 entities audited in 2015 by the new team specialised in compliance and financial security issues
 - Process of alerts management relating to international sanctions: centralisation of Swift flows and filtering of transactions in the last stage of finalisation for the majority of the entities involved
 - ~140 specialists trained as part of the international financial sanctions certification programme
 - Continued operational implementation of a stronger culture of compliance: compulsory training programmes for Group employees
 - Reinforcement and harmonisation of mandatory periodic client portfolio review procedures (Know Your Customer)
- One-off additional provision of €100m in 4Q15 in connection with the remediation plan to industrialise existing processes

Group Results

Division Results

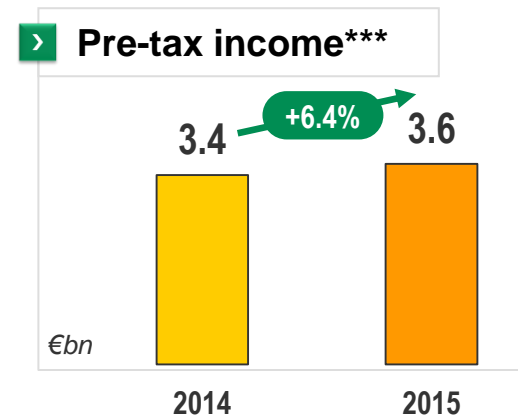
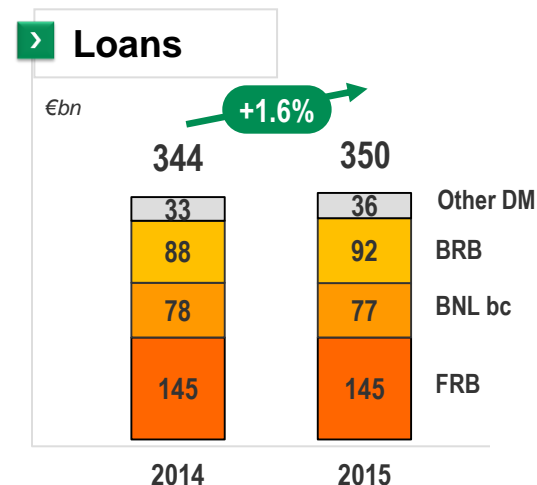
Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Domestic Markets - 2015

- Business activity
 - Loans: +1.6% vs. 2014, gradual recovery in demand for loans
 - Deposits: +6.5% vs. 2014 (+4.5% excluding the acquisition of DAB Bank in Germany), good growth in particular in France, Belgium and Germany
 - Increase of private banking assets under management in France, Italy and Belgium: +5.3% vs. 31.12.14
- Ongoing expansion of the digital offering and transformation of the customer experience
 - Omni-channel, mobile and real time
- Revenues*: €15.9bn; +1.6% vs. 2014
 - Good performance of BRB and the specialised businesses (Arval, Leasing Solutions, Personal Investors)
 - Impact of persistently low interest rates
- Operating expenses*: €10.3bn; +3.1% vs. 2014
 - +0.8% at constant scope and exchange rates and excluding non recurrent items in BNL bc**
- Pre-tax income***: €3.6bn; +6.4% vs. 2014
 - Decrease in the cost of risk, in particular in Italy



Good income increase
Gradual return to economic growth in Europe

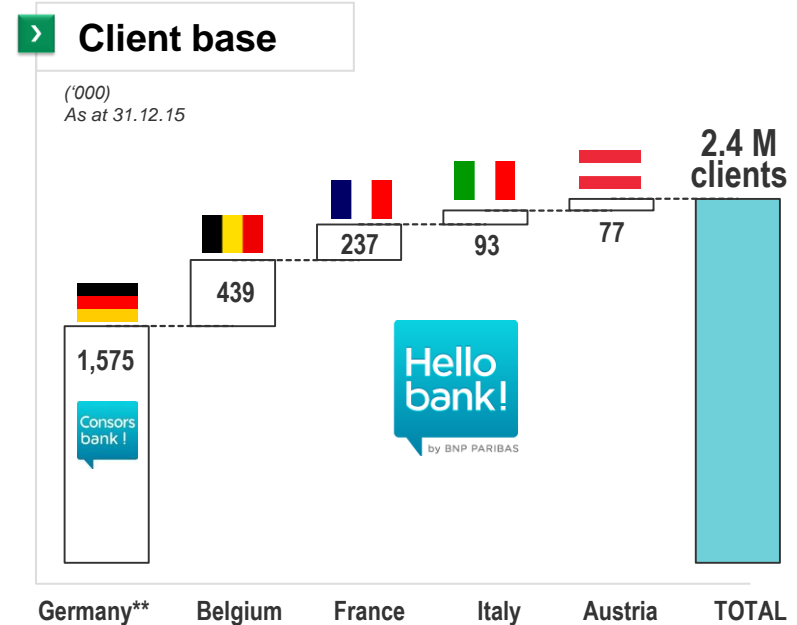
* Including 100% of Private Banking, excluding PEL/CEL effects; ** Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m) in 4Q15; *** Including 2/3 of Private Banking, excluding PEL/CEL effects



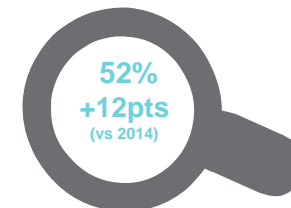
Domestic Markets

Continued Development of Hello bank!

- A fast growing customer base
 - Strong organic client acquisition (~+400,000 clients vs. 31.12.14)
 - Acquisition of DAB Bank in Germany in 2014 and merger in 2015 with Consorsbank!
 - Direktanlage.at became Hello bank! in Austria in 2015
- A new brand successfully rolled-out in the Eurozone
 - Brand positioning “100% mobile”
 - Promising spontaneous awareness
 - New features and services
 - €24bn deposits and €80bn assets under management
 - Generating 8.7% of individual clients revenues* in 2015 (x2 vs. 2014)
- Shared assets with the network and across Hello bank!
 - Use of existing infrastructures and resources in each country: IT systems, back-offices, call centres,...



> **Hello bank! awareness (France)**



Hello bank! successfully developing in 5 countries
2.4 million clients




Domestic Markets

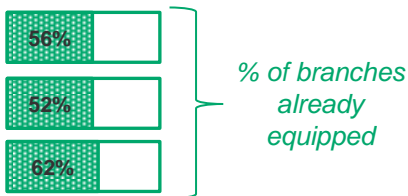
Continued Transformation of the Retail Networks

- Branch network optimisation with differentiated branch formats
 - Continued footprint optimisation
 - Full range of services available in “hub” branches
 - Lighter branch formats developed to maintain proximity at a lower cost

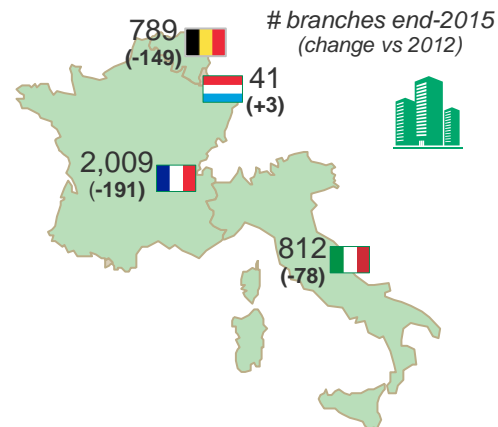
- Revamped commercial set up
 - Opening hours reviewed and adapted to client needs
 - Meeter/Greeter as a shared role in most branches
 - Personalized approach and reinforced expertise for some client segments

- Digitalised branches

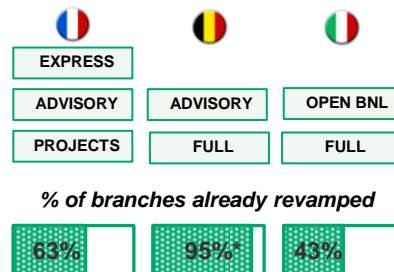
-  Videoconference support
-  Wi-Fi for customers
-  New mobile workstation tablet-based



Ongoing footprint optimisation



New branch formats



Footprint optimisation and modernisation of branch formats

Domestic Markets

French Retail Banking - 2015

● Business activity

- Loans: +0.3% vs. 2014, gradual recovery in demand; expanding the commercial offering to speed up growth in volumes in 2016
- Deposits: +4.2% vs. 2014, driven by a rise in current accounts
- Off-balance savings: growing, increase in particular in the life-insurance outstandings (+4.5% vs. 31.12.14)
- Private Banking: #1 in France with €87.3bn in assets under management
- Supporting businesses and innovative start-ups: opening of two WAI (We Are Innovation) centres and an innovation hub dedicated to FinTechs

● Revenues*: -2.4% vs. 2014

- Net interest income: -3.8%, impact of persistently low interest rates (decrease in margins on deposits and on renegotiated loans)
- Fees: -0.3%, decrease of banking fees, increase in fees on off balance sheet savings
- Gradual adaptation of customer conditions to the low interest rate context

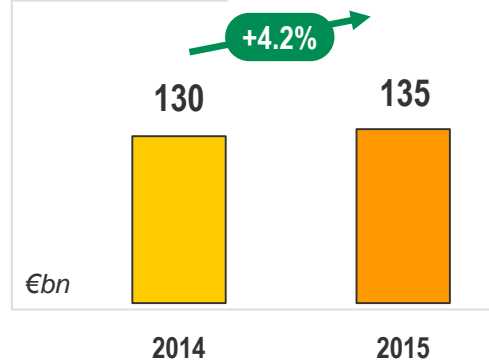
● Operating expenses*: +0.5% vs. 2014

- Good cost control

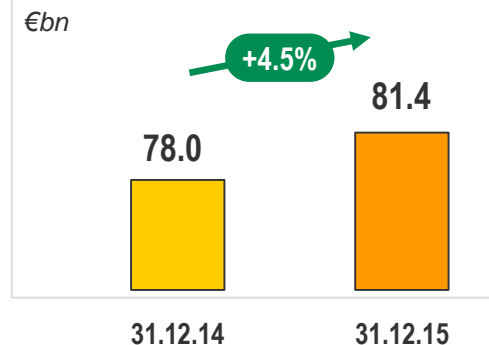
● Pre-tax income**: €1,610m (-8.2% vs. 2014)

- Cost of risk still low

> Deposits



> Off balance sheet savings (Life insurance outstandings)



Impact of the low interest rate context
Commercial adaptation measures taken

* Including 100% of French Private Banking, excluding PEL/CEL effects; ** Including 2/3 of French Private Banking, excluding PEL/CEL effects



Domestic Markets

BNL banca commerciale - 2015

● Business activity

- Loans: -0.6% vs. 2014, impact of the selective repositioning on the corporate segment, now almost completed; rise in loans to individuals (+2.3% vs. 2014)
- Deposits: +1.0% vs. 2014, increase in deposits of individuals
- Development of off balance sheet savings: strong growth of outstandings in life insurance (+10.6% vs. 31.12.14) and mutual funds (+18.1% vs. 31.12.14)
- Private Banking: #5 in Italy with market share gains

● Revenues*: -2.9% vs. 2014

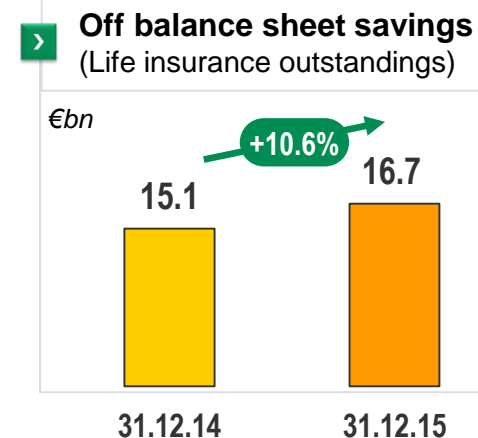
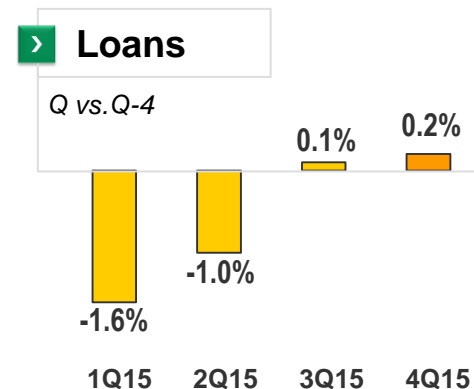
- Net interest income: -5.5% vs. 2014, low interest rate environment and repositioning on the better corporate clients; growth in the individual client segment
- Fees: +2.5% vs. 2014, good performance of off balance sheet savings as a result of increased outstandings

● Operating expenses*: +5.4% vs. 2014

- +0.6% vs. 2014 excluding the impact of non recurring items (€85m)**
- Good cost containment

● Pre-tax income***: -€28m (+€23m in 2014)

- +€57m excluding the impact of non recurring items (x2.5 vs. 2014)
- Reduction of cost of risk



Gradual improvement of the economic environment
Continued decline of cost of risk

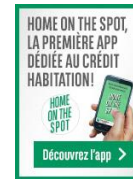
* Including 100% of Italian Private Banking; ** Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m) in 4Q15; *** Including 2/3 of Italian Private Banking

Domestic Markets

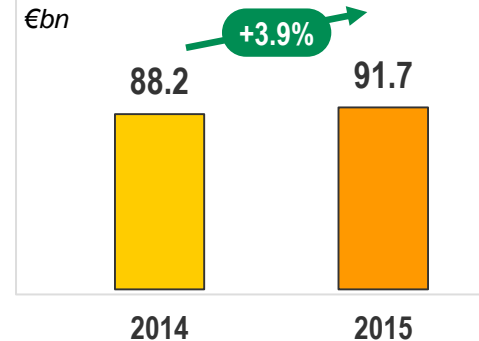
Belgian Retail Banking - 2015

● Sustained business activity

- Loans: +3.9% vs. 2014, rise in loans to individuals and corporate customers, good growth in mortgage loans
- Deposits: +3.8% vs. 2014, strong growth in current accounts
- Good performance of off balance sheet savings (mutual fund outstandings: +13.8% vs. 31.12.14)
- Development of digital banking and new client experience: launch of the first dedicated home loan App



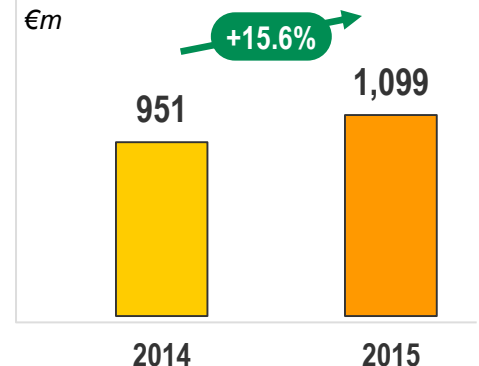
> Loans



● Revenues*: +4.8% vs. 2014

- Net interest income: +4.1% vs. 2014, driven in particular by increased volumes and margins holding up well
- Fees: +7.0% vs. 2014, good performance of financial and credit fees

> GOI*



● Operating expenses*: +0.6% vs. 2014

- Good cost containment
- Improvement of the cost/income ratio (-2.9 pts)

● Pre-tax income**: €936m (+26.8% vs. 2014)

- Decrease in the cost of risk vs. 2014

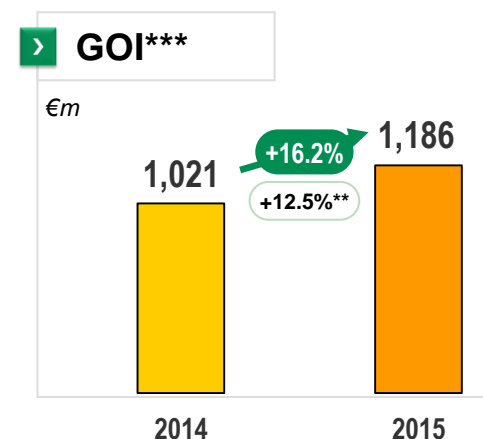
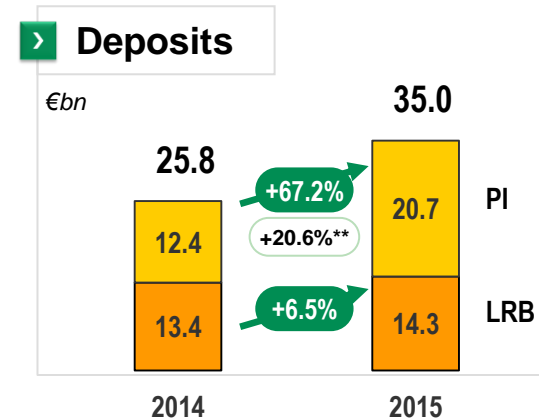


Very good performance
Continuing improvement of the operating efficiency

Domestic Markets

Other Activities - 2015

- Good drive of specialised businesses
 - Arval: acquisition* of GE Fleet Services' business in Europe (+164,000 vehicles) and strong organic growth in the financed fleet (+7.5%** vs. 2014); #1 in Europe with strengthened positions in all countries
 - Leasing Solutions: rise in outstandings of the core portfolio and reduction of the non-core portfolio
 - Personal Investors (PI): strong increase in deposits due to the acquisition of DAB Bank and the success of Consorsbank! in Germany
- Luxembourg Retail Banking: good deposit inflows, growth in mortgage loans
- Revenues***: +14.8% vs. 2014
 - Effect in particular of the acquisition of DAB Bank in Germany (PI)
 - +6.9% at constant scope and exchange rates, driven by Arval, Leasing Solutions and PI
- Operating expenses***: +13.6% vs. 2014
 - +2.4% at constant scope and exchange rates
 - Largely positive jaws effect
- Pre-tax income**** : €1,067m (+24.6% vs. 2014)
 - +19.9% at constant scope and exchange rates



Good sales and marketing drive and strong income growth

* Closed on 2 November 2015; ** At constant scope and exchange rates; *** Including 100% of Private Banking in Luxembourg; **** Including 2/3 of Private Banking in Luxembourg



Domestic Markets - Medium-term Ambitions (1/3)

Structural Changes Requiring Transformation Actions

Evolving customer behaviours & expectations

- **Banking customers expectations increasing** with new digital standards: value added, seamless, efficiency and security
 - Available data and digital tools create opportunities to **enrich the customer relationship** and generate new revenues
- Traditional networks only partially answer these expectations: **reinvent client experience and adapt commercial strategy**



New client relationship

Interactive & customised

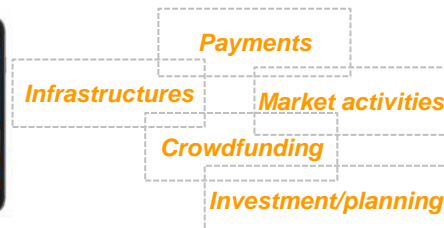
Accelerated time

Direct access everywhere/every time

Simple, reliable & intuitive

Competition & digital disruption

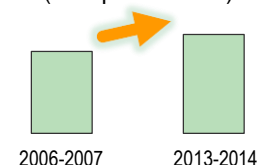
- **Internet giants** are developing financial service offerings, notably in the payment area
 - **FinTechs** are attracting significant investments to innovate certain areas of banking activity
- **Propose best-in-class offerings & services and agile implementation of new cooperation models**



Profitability challenges

- Low interest rate environment and margins under pressure
 - Growing investment needs (IT/data) to align with new digital standards
- **Roll-out digital transformation to reduce costs and adapt the historical operating model**

Cost/Income (European banks)



Regulatory changes

- Additional complexity due to new regulatory requirements
 - Expected to potentially alter the competitive landscape
- **Create new digital customer journeys and seize opportunities entailed by regulatory evolutions**

Revised European Directive on Payment Services



MiFID 2


Domestic Markets - Medium-term Ambitions (2/3)


Capitalise on BNPP's Differentiating Capabilities

Multi-channel distribution model


Integrated, multi-channel distribution platform fully deployed in the Domestic Markets networks


→ **Better capitalise on digital tools and technologies mutualised across DM**

 **BNPP Fortis**
▪ 3.6M clients

 **FRB**
▪ 7.7M clients



 **BGL BNPP**
▪ 209k clients

 **BNL**
▪ 2.6M clients

Networks optimisation




Ongoing optimisation of geographical footprint and format modernisation

→ **Structural evolutions needed to cope with massive digitalisation of banking interactions**

 **New branch formats**

Proximity *Full services*

More digitalised branches

-  Videoconference
-  New mobile workstations
-  Wi-Fi for customers

Hello bank!

Pan-European model successfully rolled out

→ **Further adaptation to the competitive specificities of each country**

- **2.4M clients**
- **5 countries**









 

Products & services innovation

Fast roll-out of technological innovations, notably in payments

→ **Agile implementation of new internal solutions developed in house or through partnerships**

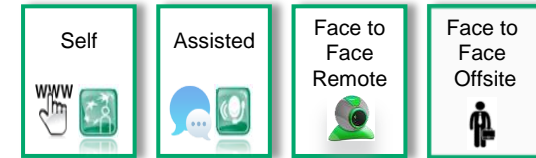
| | |
|--|---|
| Trends & Sourcing |   |
| Incubation/Acceleration to support start-ups |     |
| Tests/Prototypes |  |
| Venture Capital |  |

Domestic Markets - Medium-term Ambitions (3/3)

More Digitalisation, More Customisation

Create digitalised service models

- **Differentiated models** in terms of value proposition and relationship model: choice offered to customers (Retail, Private, Corporate)
- New relationship styles with **more digital** and **adapted interactions**
- **Common platforms** for product offering, remote expertise...



Reinvent customer journeys

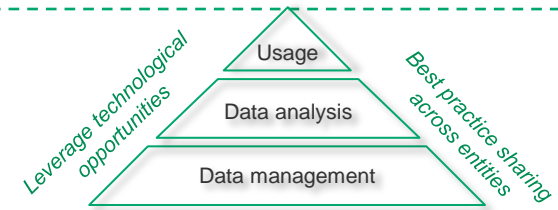
- **Effortless & value-added** client experience, tailored to client needs end-to-end
- **Efficiency improvement**: process optimisation and operating functions adaptation
- Further development of **cross-selling** within the Group

Already launched



Enhance customer knowledge

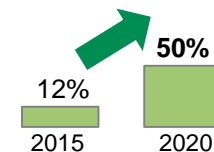
- Optimize **commercial proactivity and reactivity**
- Improve **pricing and risk scoring** management



Boost digital acquisition & sales

- **Digitalisation of the whole product offering subscriptions**
- Boost digital communication and marketing
- **Specific client acquisition offers** with ambitious targets for 2020

Targeted digital sales



Develop comprehensive service offers

- New **aggregation service offers** (e.g. Arval Active Link) tailored to client utilisations
- Develop business and enrich offer through **innovation** and **FinTechs partnerships**

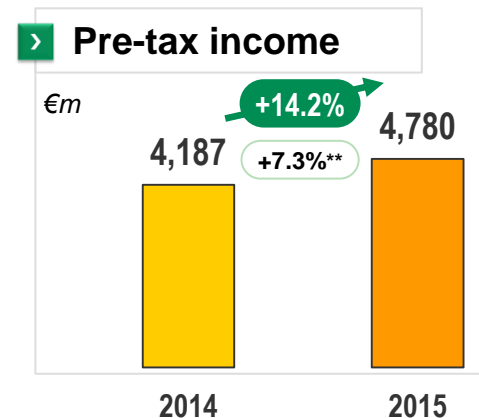
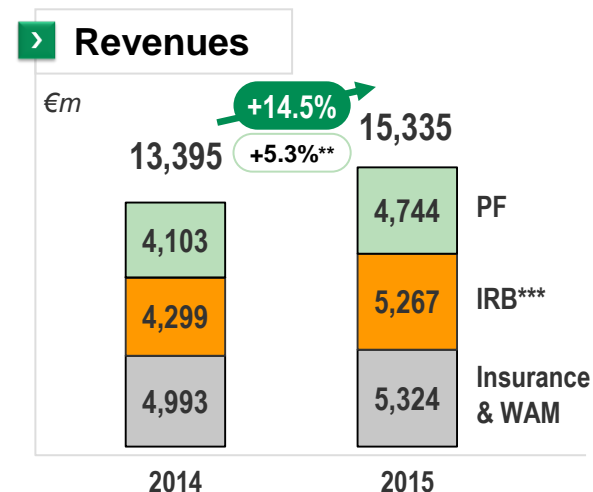


Aggregation of optional services

- **Active Journey** (route analysis)
- **Active Routing** (real-time geo-localization)
- **Active Sharing** (management of shared vehicles)

International Financial Services - 2015

- Good business activity across all the business units
 - Personal Finance: continued growth drive
 - International Retail Banking*: sustained business activity and development of the digital offering
 - Insurance and WAM: good asset inflows in all the business units
- Integration of the acquisitions made in 2014 progressing well: Bank BGZ (Europe-Med) and LaSer (Personal Finance)
- Revenues: €15.3bn; +14.5% vs. 2014
 - +5.3% at constant scope and exchange rates
 - Good growth across all the business units, thanks to business drive
- Operating expenses: €9.3bn; +15.0% vs. 2014
 - +4.9% at constant scope and exchange rates, positive jaws effect (0.4 pt)
- GOI: €6.0bn; +13.7% vs. 2014
 - +6.0% at constant scope and exchange rates
- Pre-tax income: €4.8bn; +14.2% vs. 2014
 - +7.3% at constant scope and exchange rates



> Good performance across all the business units

* Europe-Med and BancWest; ** At constant scope and exchange rates; *** Including 2/3 of Private Banking in Turkey and in the United States

International Financial Services Personal Finance - 2015



- Continued the good growth drive

- Merger of Personal Finance and LaSer completed on 1st September: target of 1% growth per year in market share in France* over the next 3 years
- New banking partnerships (Grupo CajaMar in Spain and Poste Italiane in Italy) and in the energy sector (Eon in the Czech Republic), renewed the distribution agreement with Sonae in Portugal
- Car loans: new partnership agreements (Volvo in France, KIA in Belgium, Mitsubishi Motors in Poland)
- Outstandings loans: +15.0% vs. 2014, effect of the acquisition of LaSer; +4.3%** at constant scope and exchange rates: good growth in the Eurozone

- Revenues: €4,744m (+15.6% vs. 2014)

- +3.5%** at constant scope and exchange rates
- Good revenue growth in Germany, Italy, Spain and Belgium

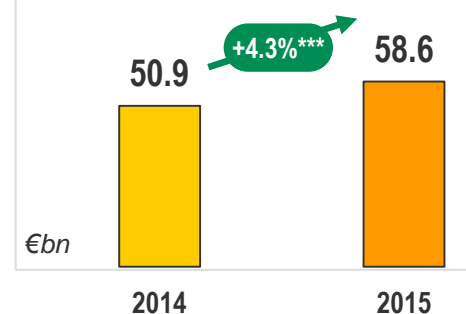
- Operating expenses: €2,291m (+16.8% vs. 2014)

- +2.2%** at constant scope and exchange rates
- In line with the business development

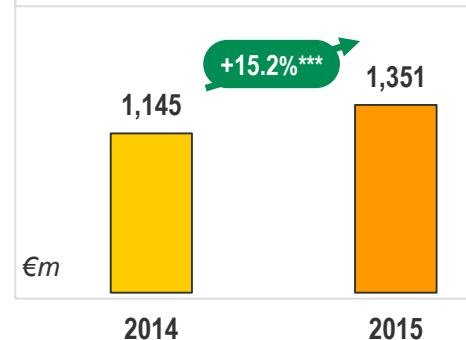
- Pre-tax income: €1,351m (+18.0% vs. 2014)

- +15.2%** at constant scope and exchange rates

Consolidated outstandings



Pre-tax income





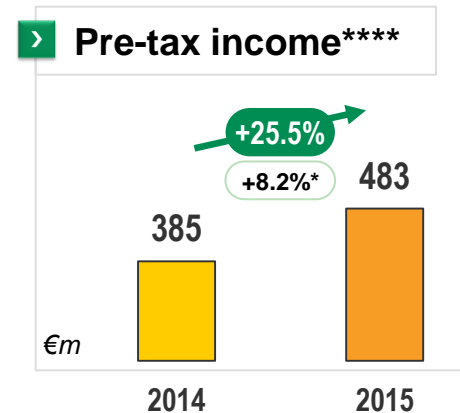
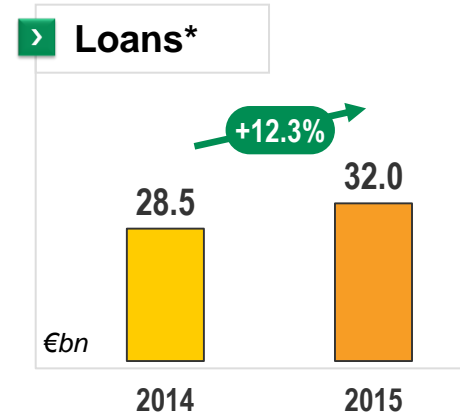
Good growth drive and strong rise in income

* New production of specialty players; ** With LaSer pro forma in 2014; *** At constant scope and exchange rates with LaSer proforma in 2014



International Financial Services Europe-Mediterranean - 2015

- Continued integration of BGZ Bank in Poland
 - Creation of a reference bank in a growing market (7th largest bank in the country with ~4% market share); ~€94m of additional synergies by 2017
- Good business development in all regions
 - Deposits: +9.5%* vs. 2014, increase in particular in Turkey and Poland
 - Loans: +12.3%* vs. 2014, growth in all regions
 - Good development of digital banking, in particular **BGZoptima** in Poland  in Turkey and 
 - Increased cross-selling with CIB in Turkey (revenues: +10.5% vs. 2014)
- Revenues^{**}: +10.2%* vs. 2014
 - As a result of the rise in volumes
- Operating expenses^{**}: +6.9%* vs. 2014
 - +4.7%* excluding non recurring items in Poland (€31m)^{***}
- GOI^{**}: +17.7%* vs. 2014
- Pre-tax income^{****}: €483m (+8.2%* vs. 2014)
 - +25.5% at historical scope and exchange rates (acquisition of BGZ)

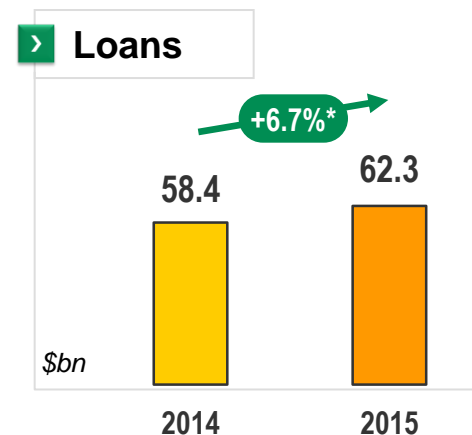
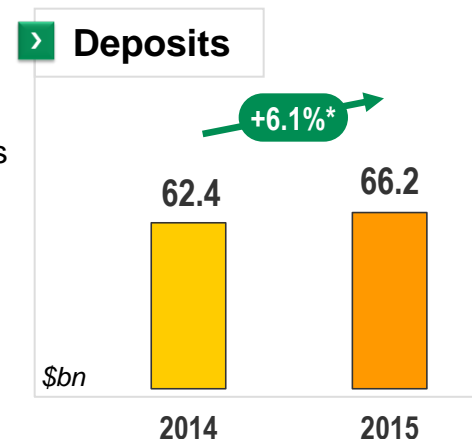


> **Good business development
Income growth**

* At constant scope and exchange rates; ** Including 100% of Turkish Private Banking; *** One-off contribution in 4Q to the deposit guarantee fund & to the support fund for borrowers in difficulty; **** Including 2/3 of Turkish Private Banking

International Financial Services BancWest - 2015

- Good business drive in a favourable economic environment
 - Deposits: +6.1%* vs. 2014, strong rise in current and savings accounts
 - Loans: +6.7%* vs. 2014, sustained growth in corporate and consumer loans
 - Private Banking: +18% increase in assets under management vs. 31.12.14 (\$10.1bn as at 31.12.15)
 - Digital banking: 546,000 monthly connections using the innovative Quick Balance application
- Revenues**: +6.4%* vs. 2014
 - As a result of volume growth
- Operating expenses**: +10.6%* vs. 2014
 - +5.3%*, excluding increase in regulatory costs (CCAR and Intermediate Holding Company notably)
 - Strengthening of the commercial set up (Private Banking and consumer finance) partially offset by streamlining the organisation and the network
- Pre-tax income***: €910m (+0.9%* vs. 2014)
 - Low cost of risk
 - +24.3% at historical exchange rate, due to the USD rise vs. 2014



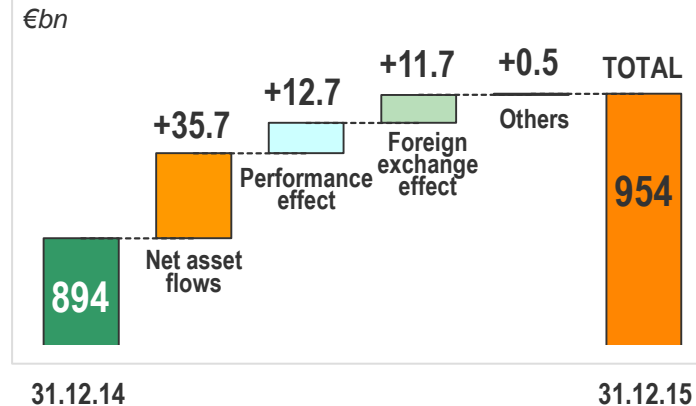
> Strong sales and marketing drive, good level of results

* At constant scope and exchange rates; ** Including 100% of Private Banking in the United States; *** Including 2/3 of Private Banking in the United States

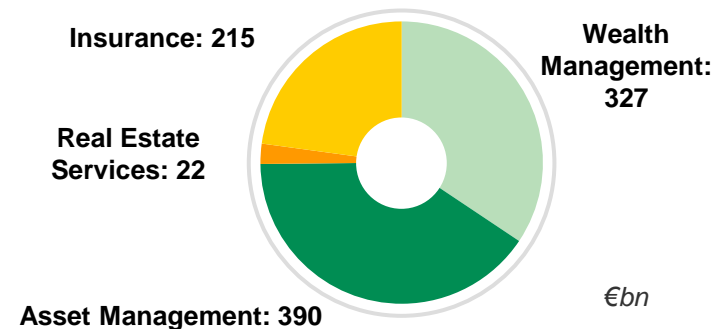
International Financial Services Insurance and WAM - Asset Flows and AuM - 2015

- Assets under management*: €954bn as at 31.12.15
 - +6.8% vs. 31.12.14 (+3.8% vs. 30.09.15)
 - Performance effect benefiting from the favourable trend in equity markets and interest rates during the year
 - Positive foreign exchange effect due to the euro depreciation
- Net asset flows: +€35.7bn in 2015
 - Wealth Management: positive asset inflows in the domestic markets and in Asia
 - Asset Management: very good asset inflows driven in particular by diversified funds
 - Insurance: good asset inflows in France, Italy and Asia
- Insurance: good business development
 - Gross written premiums: €28.0bn (+2.0% vs. 2014)
 - Technical reserves: +7.5% vs. 31.12.14

> Evolution of assets under management*



> Assets under management* as at 31.12.15



Good asset inflows across all the business units

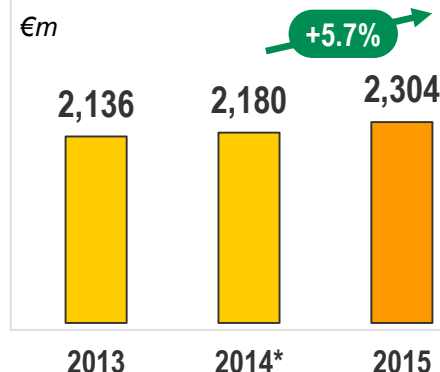
* Including distributed assets

International Financial Services Insurance and WAM - 2015

> Insurance

- Revenues: €2,304m; +5.7% vs. 2014 (+5.1% at constant scope and exchange rates)
 - Continued business growth
- Operating expenses: €1,160m; +7.3% vs. 2014 (+5.5% at constant scope and exchange rates)
 - As a result of business development
- Pre-tax income: €1,296m; +6.8% vs. 2014

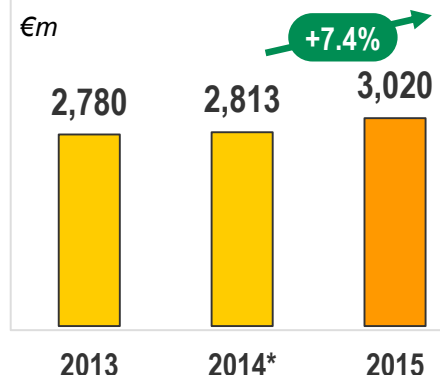
> Revenues (Insurance)



> Wealth and Asset Management**

- Revenues: €3,020m; +7.4% vs. 2014 (+4.3% at constant scope and exchange rates)
 - Good growth across all the business units: rise in Wealth Management, in particular in domestic markets and in Asia, growth in Asset Management and good business development in Real Estate Services
- Operating expenses: €2,301m; +5.8% vs. 2014 (+1.9% at constant scope and exchange rates)
 - Cost control, positive jaws effect
- Pre-tax income: €740m; +4.1% vs. 2014

> Revenues (WAM**)



> **Good performance across all business units**

* See restatement of the year 2014, published on 24 March 2015; ** Asset Management, Wealth Management, Real Estate Services



International Financial Services 2016 Action Plan (1/2)

1. GROWTH AND DIVERSIFICATION

CLIENTS



- Optimise the client experience for all segments
- Private banking client base: continue growing it in the domestic markets, in the U.S. and in Asia
- Corporate and institutional clients: launch of new offerings
- SMEs: structure and roll-out of the offering in the international networks

INTERNATIONAL



- International banking networks: continue branch network transformation
- Asia and Latin America: continue growing in specialised businesses
- China: continue developing partnerships

PARTNERSHIPS



- Personal Finance: forge new partnership alliances and agreements in the automotive sector, as well as with distributors, banks and energy providers
- Insurance: continue strengthening partnerships by leveraging our expertise
- Develop partnerships with new actors (FinTech, InsurTech, etc.)

CROSS-SELLING



- Continue rolling out the enhanced cooperation model of Personal Finance with the Group's banking networks: Poland, U.S.
- Increase asset inflows in asset management and grow sales of insurance products in the banking networks
- Step up cross-selling with CIB

International Financial Services 2016 Action Plan (2/2)

2. DIGITALISATION, NEW TECHNOLOGIES AND NEW BUSINESS MODELS

DATA AND ANALYTICS

- Initiatives in all the business units
- Unite data labs to pool best practices



INNOVATION

- Put open innovation in general practice in all the businesses
- Capitalise on innovative approaches (Cardif Lab, PF Echangeur, Hackathon...)
- Analyse and test the roll-out of new services



BANKS AND DIGITAL OFFERINGS

- Continue the expansion of mobile and digital banking services, including in new countries
- Develop the digital solutions offering in all the businesses
- Bring innovation to the payment offering (new offerings and technologies)



3. CONTINUE INDUSTRIALISATION, TRANSFORMATION AND ADAPTATION

INDUSTRIALISATION AND ADAPTATION



- Industrialise the platforms and enhance operating efficiency
- Finalise integrations with LaSer (Personal Finance) and Bank BGZ (Poland)
- Continue adapting to regulatory changes (MiFID II, ...)

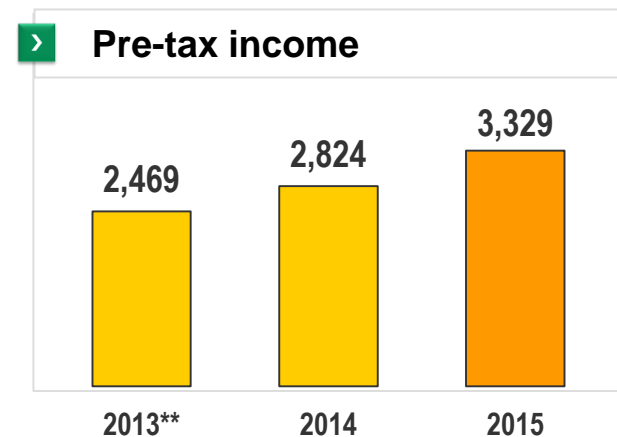
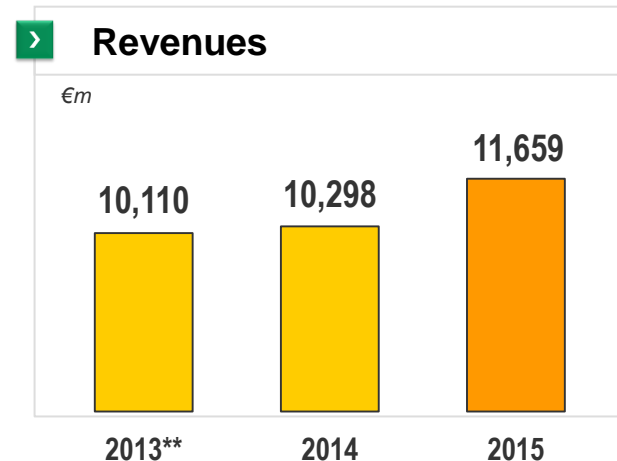


Corporate and Institutional Banking - 2015

- Revenues: €11,659m (+13.2% vs. 2014)
 - Rise across all the business units: Global Markets (+18.1%*), Securities Services (+14.1%) and Corporate Banking (+5.7%)
 - Increase in Europe, strong growth in the Americas and rise in Asia-Pacific

- Operating expenses: €8,278m (+11.5% vs. 2014)
 - Positive jaws effect: +1.7 pts; cost/income ratio: 71%
 - +3.4% at constant scope and exchange rates: impact of the appreciation of the U.S. dollar
 - Increase in regulatory costs (implementation of the IHC***, compliance, etc.) partly offset by the effects of Simple & Efficient (~€176m in savings)

- Pre-tax income: €3,329m (+17.9% vs. 2014)
 - +7.6% at constant scope and exchange rates
 - One-off capital gain on the sale of a non-strategic equity investment (€74m in 1Q15)
 - RONE****: 18.6%



Strong income growth

* +14.4% excluding the impact of the introduction of Funding Valuation Adjustment (-€166m) in 2014; ** Including CIB and Securities Services; *** Intermediate Holding Company; **** Pre-tax Notional Return on Equity, calculated based on the current capital allocation (9%)

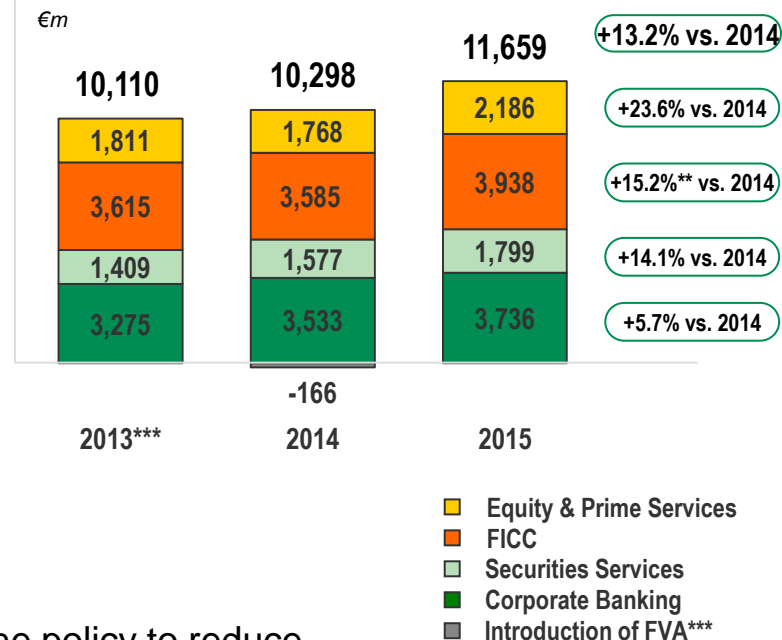


Corporate and Institutional Banking - 2015

Revenues by Business Unit

- Global Markets: €6,124m (+18.1%* vs. 2014)
 - Equity & Prime Services: +23.6%, sharp rise in Prime Services and equity derivatives
 - FICC: +15.2%** , good performance of forex, credit and rates businesses, more lacklustre context in the primary bond market
- Securities Services: +14.1% vs. 2014
 - Effect of the rise in the number of transactions and of assets under custody, increased contribution of new mandates
- Corporate Banking: +5.7% vs. 2014
 - +11.1% excluding the impact (-€190m vs. 2014) of the policy to reduce Energy & Commodities (“E&C”) business unit conducted since 2013
 - Good increase in Europe excluding the impact of E&C, sharp growth in North America and rise in Asia-Pacific in a context of economic slowdown
 - Good performance of export financing and media telecom as well as in the advisory business in Europe

Revenues by business unit



Good revenue growth in all the business units

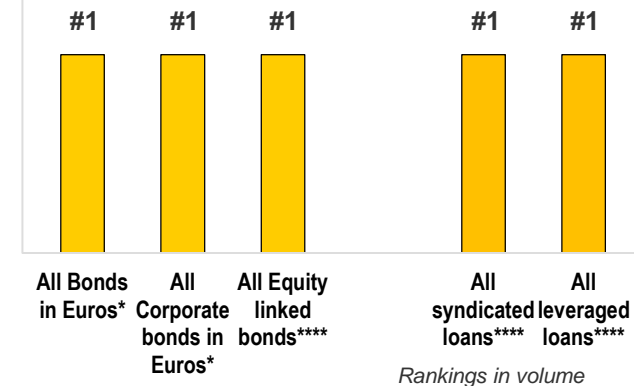
* +14.4% excluding the introduction of FVA in 2014 (-€166m); ** +9.8% excluding the introduction of FVA in 2014; *** Including CIB and Securities Services; ****Funding Value Adjustment




Corporate and Institutional Banking - 2015 Business Activity

- Global Markets: good commercial performances
 - Rise in clientele volumes and gains in market share
 - Context of greater volatility in the markets
 - VaR still at a low level (slight rise to €39m)
 - Bond issues: #1 for all bonds in euros and #9 for all international bonds*
- Securities Services: very good drive
 - Assets under custody: +9.1% vs. 2014
 - Number of transactions: +12.6% vs. 2014
 - #1 in Europe and #5 worldwide; “European Administrator of the Year”***
- Corporate Banking: selective strengthening of positions
 - Growth in volumes: €124.1bn in loans (+3.2%*** vs. 2014), €95.5bn in deposits (+15.0%*** vs. 2014)
 - #1 for syndicated loans in Europe****
 - Continuing strengthening of positions in Cash Management, #4 worldwide and “Best Bank Europe for Cash & Liquidity Management”*****
 - Reduction, now largely completed, of the Energy & Commodities business, now well repositioned and right-sized

> 2015 European rankings





Currency derivatives house of the year
Equity derivatives house of the year

BNP Paribas named by RBS as the bank of reference for its Cash Management and Trade Finance clients outside the UK and Ireland: 900 new clients to date

#1 in Europe and #4 worldwide in Cash Management*****

> **Good business growth**

* Source: Thomson Reuters 2015 in volume; ** Funds Europe 2015; *** At constant scope and exchange rates; **** Source: Dealogic 2015 in volume; ***** Euromoney Survey 2015 and TMI Award 2015

CIB 2016-2019 Transformation Plan

CIB Today: a Solid and Profitable Platform

Improving Global Positioning

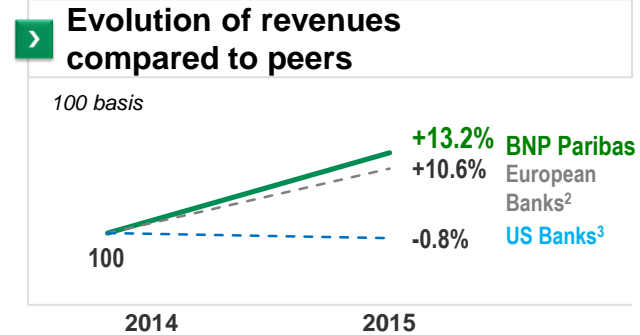
- Gaining market shares from peers' retrenching context
- Success of regional initiatives launched in APAC and in the US
- Generating best in class profitability among European peers

Integrated within BNP Paribas Group

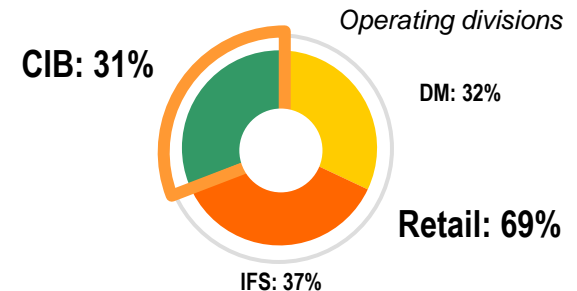
- Client focused: a CIB built up organically on the Group's historic client franchises
- 2 well-balanced client franchises: Corporates and Institutionals
- Cross-selling at the heart of the business model
- Right size within the Group business mix (31% of allocated equity)

Disciplined and Agile

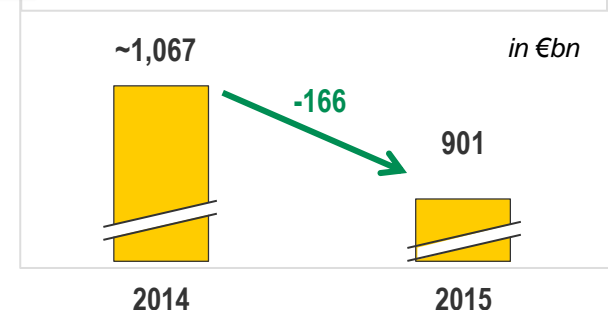
- Early adaptation to Basel 3 (2011-2012 deleveraging) and ongoing reduction of leverage exposure
- E&C¹ downsizing largely completed at end-2015
- New organisation implemented since the end of 2014 to speed up the evolution
- Compliance, control and conduct: reinforcement of rules and set up



Group allocated equity as at 31.12.15



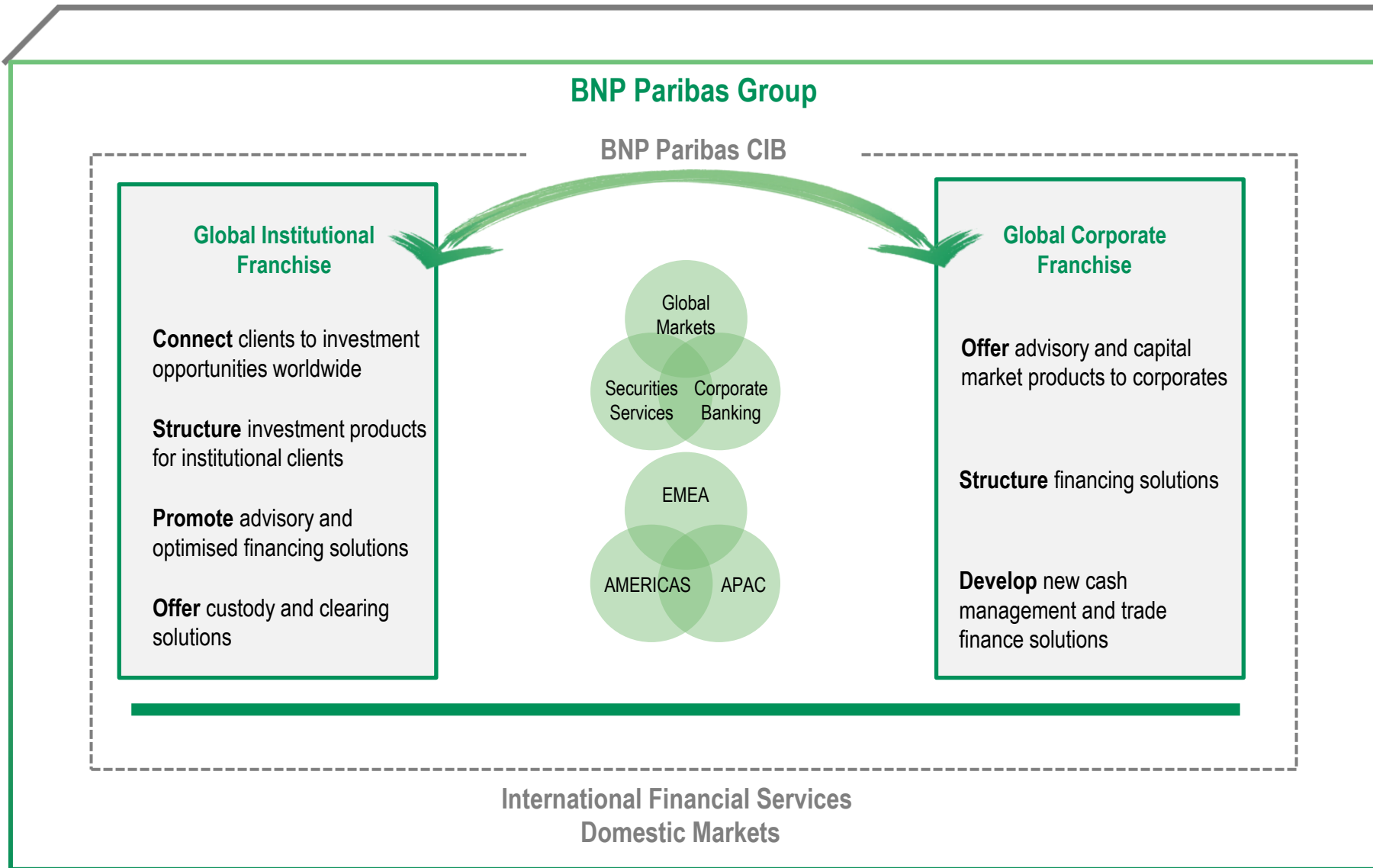
CIB leverage exposure



1. Energy & Commodity business line; 2. Published or estimated evolution in Euros for 8 European CIB; 3. Evolution in USD for 6 US CIB



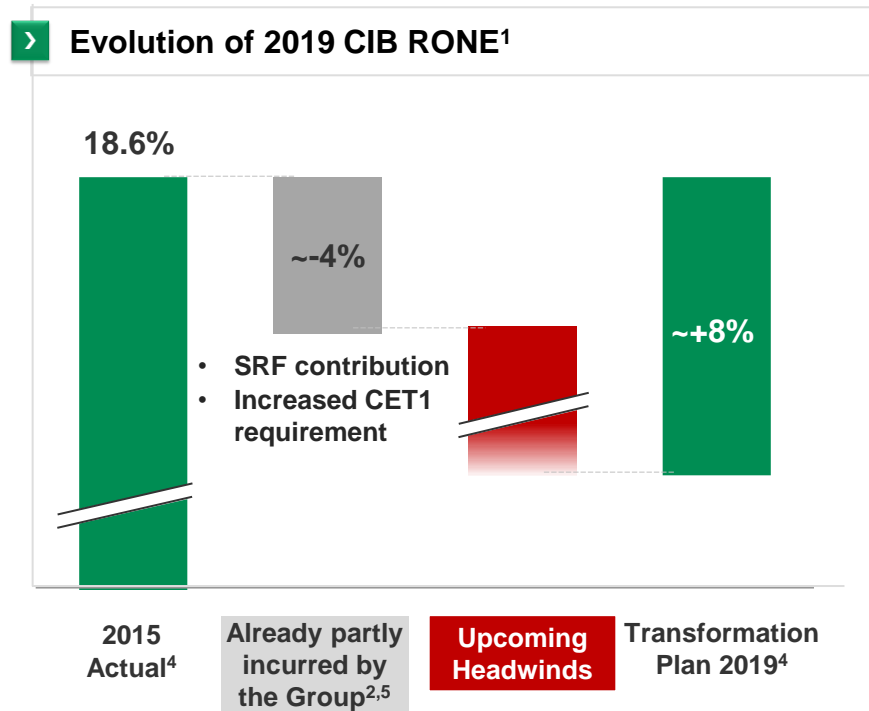
A Business Model Focused on Services to two Balanced Franchises: Corporates and Institutionals



Swift Actions Required to Absorb Headwinds

- Constraints already partly incurred by the Group and not yet allocated to businesses
 - Contribution to Single Resolution Fund (SRF)
 - Increased CET1 requirements
 - Equivalent to ~-4pts of RONE¹ as of today²

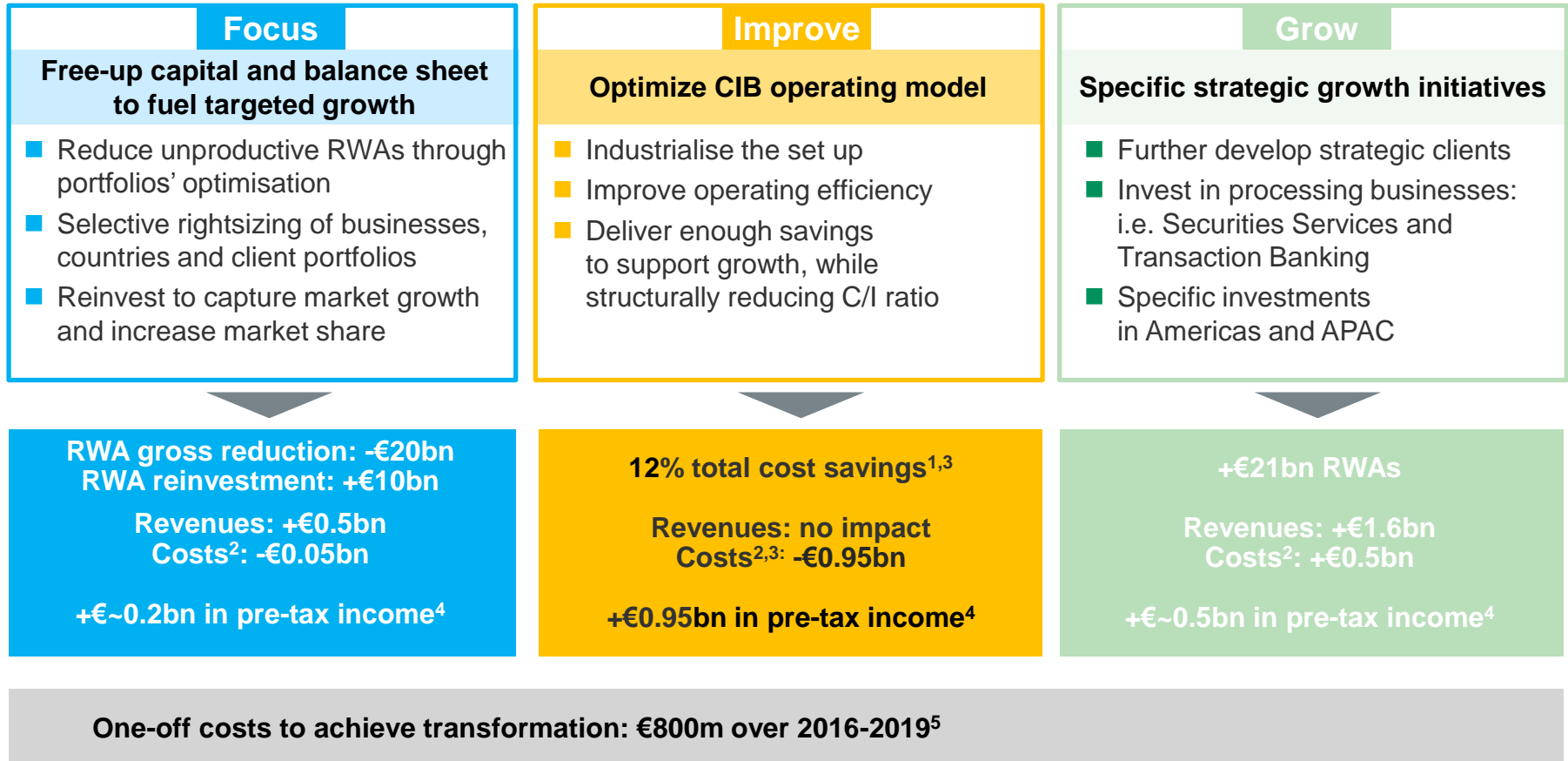
- Potential headwinds from upcoming regulatory changes
 - Reviews of RWA and models³
 - Other banking and market regulations (MiFID II, US regulation for FBOs, etc.)
 - Magnitude and timing still uncertain
 - Possible delay but “wait and see” is not an option



- Transformation plan target: +8pts additional RONE
 - To be fine tuned and extended to 2020 in the Group upcoming 2017-2020 plan

1. RONE: pre-tax Return On Notional Equity; 2. Based on the Group current CET1 ratio of 10.9%; 3. Review of credit & counterparty risk, market risk (FRTB) & equity risk, operational risk, securitization and residual Prudent Valuation Adjustment; 4. On the basis of actual 9% allocated equity; 5. Booked in Corporate Centre

CIB Transformation: Three Levers Across All Regions & Business Lines



1. Gross savings based on 2015 total CIB costs base including €50m cost savings linked to Focus initiatives; 2. Excluding regulatory costs and inflation; 3. Including ~€90m of residual S&E savings; 4. After impact of regulatory projects, inflation and variable on costs, cost of risk and non operating revenues; 5. Booked in Corporate Centre (€300m in 2016, 250m in 2017 and 2018)



Improve Cost Efficiency

- **Cost savings: >€1bn vs. 2015**

- All regions, businesses & functions contributing to the savings target
- 200 efficiency projects to improve operating efficiency

- **Industrialisation and deep changes in terms of set up**

- Optimised organisation of business lines (simplification, standardisation, etc.): -€260m
- Smart sourcing including the development of mutualised platforms in Portugal, Canada and India: -€230m
- Industrialisation of IT and operational process: -€365m
- Digital solutions, expense discipline and other initiatives: -€180m

- **Cost/income target: >-8pts by 2019²**

- Continued cost effort to offset impact on the costs of regulatory costs, inflation and growth initiatives

> Evolution of CIB cost base

In €bn, excl. variable compensation



1. Including -€90m of residual effect from S&E; 2. Excluding constraints already partly incurred by the Group and not yet allocated to the business units and potential future constraints



Focus and Grow: Improve Capital Productivity

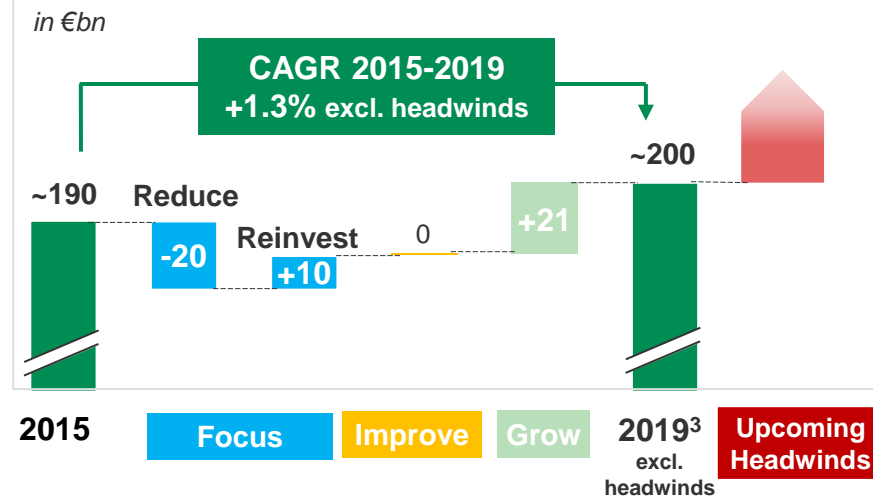
Focus initiatives

- Wind-down unproductive RWAs and residual legacy (-€12bn¹)
- Right-size low return activities and portfolios (-€8bn RWAs) and continue to develop the approach Originate to Distribute
- Adjust the set up in all regions (MEA² and Russia already under implementation)
- Contain leverage exposure
- Reinvest in existing businesses (~€10bn RWA) to capture market growth and gain market shares from competitors' retrenching

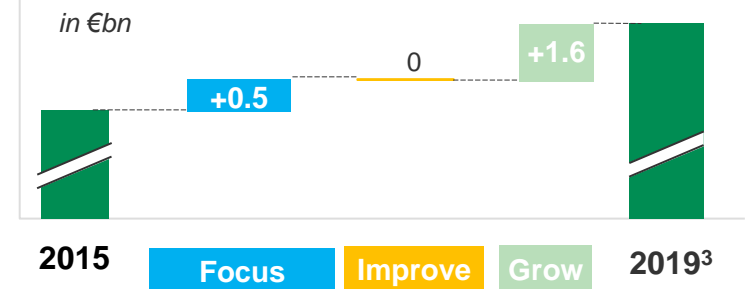
Growth initiatives

- Develop less capital-intensive and fee-driven businesses (processing or advisory content)
- Leverage competitive edge in derivatives
- Develop digital platforms in all businesses
- Selective geographic initiatives

> CIB RWAs evolution



> Estimated impact on revenues



Develop Less Capital-intensive Businesses and Advisory / Processing Activities

| | Business lines | Transformation path | Trajectory 2016-2019 |
|-------------------|----------------------------------|---|--|
| Corporate Banking | Processing Businesses | <ul style="list-style-type: none"> ■ Become top 4 global multi-asset servicer <ul style="list-style-type: none"> – Leveraging Group’s financial institutions franchise and Global Markets platforms ■ Become leading multi-regional flow provider <ul style="list-style-type: none"> – Reinforce Cash management franchises – Selectively enhance trade finance capabilities |  Competitive positioning  RWA resources |
| | Financing Businesses & Advisory | <ul style="list-style-type: none"> ■ Increase shift towards fee-driven products ■ Develop advisory, leveraging on Group’s close relationships with corporates ■ Leverage Corporate Debt Platform to structure debt solutions and further grow corporate bonds origination ■ Benefit from market repricing in prime services |  Competitive positioning  RWA resources |
| Global Markets | Market Intermediation Businesses | <ul style="list-style-type: none"> ■ Invest in businesses with competitive edge or supporting the Group franchises (derivatives, credit, FX,...) ■ More efficient use of capital and balance sheet resources ■ Shift from voice to electronically traded markets |  Competitive positioning  RWA resources |

Transformation Path Adapted to Regional Positioning

Competitive Positioning¹

EMEA

(57% of 2015 revenues)

BNP Paribas' home market:
among **European leaders**

Positioning:

- #1 Financing business and Securities Services
- Top 3 Transaction Banking and Equity Derivatives
- Top 5 Fixed Income

APAC

(22% of 2015 revenues)

Good positioning
in **selected businesses**

Positioning:

- Top 5 Equity Derivatives
- Top 9 Transaction Banking and Financing business
- >Top 10 Fixed Income

Americas

(21% of 2015 revenues)

Opportunistic positioning,
behind firms with large US franchises

Positioning:

- Top 10 Transaction Banking
- >Top 10 in other businesses

Strategy

- Intensify focus on strategic clients to maximize wallet share
- Grow in fee-driven businesses and Securities Services
- Global Markets: focused investments in specific segments
- Strong cost effort and resource optimization

- Capitalizing on the success of the APAC plan
- Grow Europe-APAC cross-border business for Corporates
- Grow franchise of large local clients with regional needs
- Continue to develop cross-selling with Wealth Management

- Benefit from the momentum created by the CIB US plan
- Focus on strategic clients with global needs to grow cross-selling
- Grow wallet share of cross-border flow banking businesses
- Optimise cost structure and benefit from investments on IHC²

An even stronger European leader

Taking advantage of LT regional growth

Better align the platform with the Group strategy and franchises



CIB Transformation: 2019 Targets

A CIB...

Creating sustainable value

- Enhance operating efficiency and free-up resources to support selective growth
- Develop less capital-intensive businesses and more advisory / processing activities

Integrated within the Group

- Contribute further to the development of the Group corporate and institutional client franchises

Investing in digital transformation

- Develop fully digitalised processes and data analytics capabilities

Responsible and inspiring for staff

- Dedicated to finance the economy with the utmost ethical standards

> Key financial targets

| 2019 Target vs 2015 | Revenues ¹ (CAGR) | Cost Income ¹ |
|---------------------|------------------------------|--------------------------|
| CIB | ≥+4% | >-8pts |



**2019 pre-tax income¹:
+€1.6bn vs 2015**

1. Excluding constraints already partly incurred by the Group and not yet allocated to the business units and potential future constraints



Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Evolution of CET1 Ratio by 2019

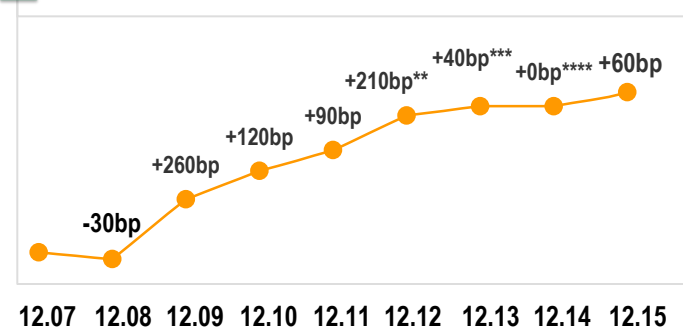
- Capital requirement (CET1) following the ECB' Supervisory Review and Evaluation Process: 10.0% in 2016
 - Including G-SIB buffer of 0.5% in 2016
 - Phased-in CET1 ratio of 11.0% as at 31.12.15, well above the minimum requirement

- Anticipated level of fully loaded Basel 3 CET1 ratio requirement of 11.5% in 2019
 - Given the gradual phasing-in of the G-SIB buffer to 2% in 2019

- Target to achieve this level by mid 2017 thanks to:
 - Organic generation and active capital management policy (~35 bp per year)
 - Sale or initial public offering of First Hawaiian Bank (~40 bp*)

- Target of a fully loaded Basel 3 CET1 ratio of 12.0% as of 2018
 - Taking into account a 50 bp management buffer, coherently with the Group's strong and recurring organic capital generation throughout the cycle

> Annual evolution of the CET1 ratio**

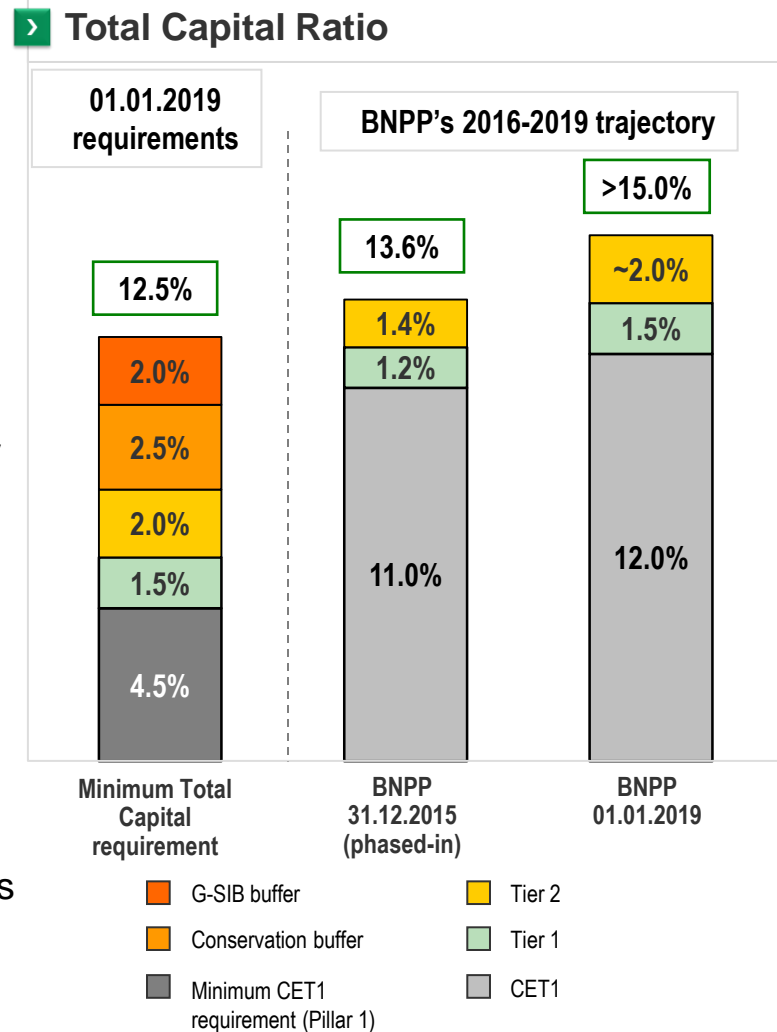


> **Target of a fully loaded CET1 ratio of 12%**

* Subject to market conditions and regulatory authorisations; ** Basel 2 from December 2007 to December 2011, Basel 2.5 as at December 2012, then fully loaded Basel 3 for the years after; *** Including the buy-back of the Fortis shares held by the minority shareholders (~-50 bp); **** +100 bp excluding costs related to the comprehensive settlement with the U.S. authorities

Evolution of the Total Capital Ratio by 2019

- Total Capital ratio requirement of 12.5% in 2019
 - Reminder: Pillar 2 does not apply to Tier 1 and Total Capital* ratio requirements
- Target of a Total Capital ratio above 15% in 2019
 - Target of a fully loaded CET1 ratio of 12.0%
 - Issuance of €1.5 to €2bn of Additional Tier 1 per year during 3 years to achieve 1.5% of Tier 1
 - Issuance of €2 to €3bn of Tier 2 per year during 3 years to achieve ~2.0% of Tier 2
- Resulting in a buffer of more than 2.5% above the Tier 1 and Total Capital ratio requirements as at 01.01.2019
 - Bringing the Total Capital to over €100bn
 - Giving an excellent credit quality to the debt securities issued by BNP Paribas

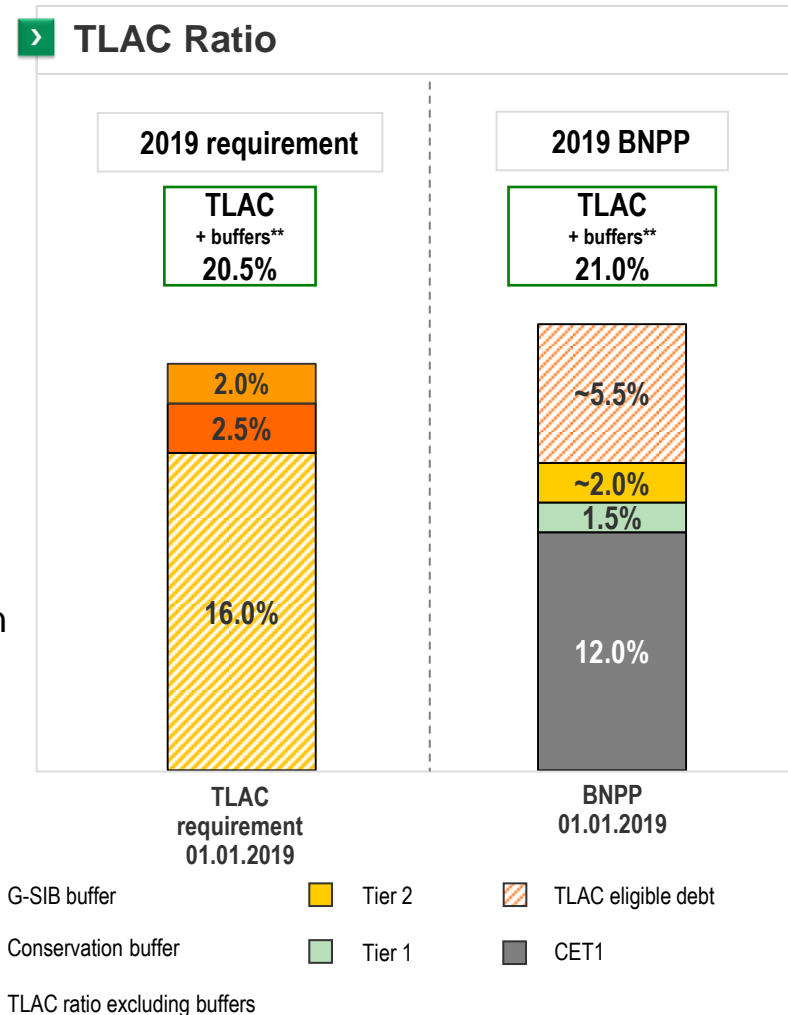


* Confirmed by ECB in the 2015 SREP



Evolution of the Total Loss Absorbing Capacity (TLAC) Ratio by 2019

- TLAC requirement of 20.5% in 2019
 - Including Conservation buffer and G-SIB buffer
- Target of a TLAC ratio of 21.0% in 2019
- Issue of ~€30bn of TLAC eligible senior debt by 01.01.2019*
 - Given a MREL level of 2.5% eligible for TLAC
 - Equivalent to ~€10bn per year, to be realised within the usual medium long term funding programme of about €25bn per year



* Depending on market conditions; ** Conservation buffer and G-SIB buffer

Conclusion



Solid results thanks to the integrated and diversified model serving the clientele



Good performance of the three operating divisions



**Solid organic capital generation
10.9% fully loaded Basel 3 CET1 ratio**



**Target of the 2014-2016 plan confirmed
Preparation a new 2017-2020 plan**

Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix

Main Exceptional Items - 4Q15

- **Revenues**

- Own credit adjustment and DVA (*Corporate Centre*)

- **Operating expenses**

- Simple & Efficient transformation costs and restructuring costs* (*Corporate Centre*)
- Contribution to the resolution process of 4 Italian banks**

- **Costs related to the comprehensive settlement with U.S. authorities** (*Corporate Centre*)

- Costs related to the remediation plan

- **Non operating items**

- Exceptional goodwill impairments*** (*Corporate Centre*)
- Sale of the stake in Klépierre-Corio (*Corporate Centre*)

| > | 4Q15 | > | 4Q14 |
|---|---------------|---|---------------|
| | +€160m | | -€11m |
| | +€160m | | -€11m |
| | -€286m | | -€254m |
| | -€69m | | |
| | -€355m | | -€254m |
| | -€100m | | -€50m |
| | -€100m | | -€50m |
| | -€993m | | -€297m |
| | +€352m | | |
| | -€641m | | -€297m |
| | -€936m | | -€612m |

Total one-off items

* Restructuring costs of LaSer, Bank BGZ, DAB Bank and GE LLD; ** BNL bc (-€65m), Personal Finance (-€4m); *** Of which full goodwill impairment of BNL bc: -€917m in 4Q15 and -€297m in 4Q14



Consolidated Group - 4Q15

| | > 4Q15 | > 4Q14* | > 4Q15 vs. 4Q14 | > 4Q15 vs. 4Q14 <i>Operating Divisions</i> |
|--|----------|----------|-----------------|---|
| Revenues | €10,449m | €10,150m | +2.9% | +4.8% |
| Operating expenses | -€7,406m | -€6,880m | +7.6% | +7.9% |
| Gross Operating income | €3,043m | €3,270m | -6.9% | -1.2% |
| Cost of risk | -€968m | -€1,012m | -4.3% | -3.1% |
| Costs related to the comprehensive settlement with U.S. authorities | -€100m | -€50m | n.s. | |
| Non operating items | -€502m | -€188m | n.s. | +8.8% |
| Pre-tax income | €1,473m | €2,020m | -27.1% | -0.1% |
| Net income attributable to equity holders | €665m | €1,377m | -51.7% | |
| Net income attributable to equity holders excluding exceptional items** | €1,587m | €1,875m | -15.3% | |

- Impact this quarter of non recurring charges in the operating divisions

* See restatement for the year 2014, published on 24 March 2015; ** See previous slide

BNP Paribas Group - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|---------------|---------------|----------------|---------------|----------------|---------------|---------------|----------------|
| Revenues | 10,449 | 10,150 | +2.9% | 10,345 | +1.0% | 42,938 | 39,168 | +9.6% |
| Operating Expenses and Dep. | -7,406 | -6,880 | +7.6% | -6,957 | +6.5% | -29,254 | -26,524 | +10.3% |
| Gross Operating Income | 3,043 | 3,270 | -6.9% | 3,388 | -10.2% | 13,684 | 12,644 | +8.2% |
| Cost of Risk | -968 | -1,012 | -4.3% | -882 | +9.8% | -3,797 | -3,705 | +2.5% |
| Costs related to the comprehensive settlement with US authorities | -100 | -50 | +100.0% | 0 | n.s. | -100 | -6,000 | -98.3% |
| Operating Income | 1,975 | 2,208 | -10.6% | 2,506 | -21.2% | 9,787 | 2,939 | n.s. |
| Share of Earnings of Equity-Method Entities | 154 | 80 | +92.5% | 134 | +14.9% | 589 | 407 | +44.7% |
| Other Non Operating Items | -656 | -268 | n.s. | 29 | n.s. | 3 | -196 | n.s. |
| Non Operating Items | -502 | -188 | n.s. | 163 | n.s. | 592 | 211 | n.s. |
| Pre-Tax Income | 1,473 | 2,020 | -27.1% | 2,669 | -44.8% | 10,379 | 3,150 | n.s. |
| Corporate Income Tax | -719 | -566 | +27.0% | -770 | -6.6% | -3,335 | -2,643 | +26.2% |
| Net Income Attributable to Minority Interests | -89 | -77 | +15.6% | -73 | +21.9% | -350 | -350 | +0.0% |
| Net Income Attributable to Equity Holders | 665 | 1,377 | -51.7% | 1,826 | -63.6% | 6,694 | 157 | n.s. |
| Cost/Income | 70.9% | 67.8% | +3.1 pt | 67.2% | +3.7 pt | 68.1% | 67.7% | +0.4 pt |

- Corporate income tax: average tax rate of 30.9% in 2015

Retail Banking and Services - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|--------------|--------------|----------------|--------------|---------------|---------------|---------------|----------------|
| Revenues | 7,735 | 7,476 | +3.5% | 7,634 | +1.3% | 30,742 | 28,596 | +7.5% |
| Operating Expenses and Dep. | -5,023 | -4,699 | +6.9% | -4,679 | +7.4% | -19,340 | -17,837 | +8.4% |
| Gross Operating Income | 2,712 | 2,777 | -2.3% | 2,955 | -8.2% | 11,402 | 10,759 | +6.0% |
| Cost of Risk | -881 | -945 | -6.8% | -837 | +5.3% | -3,533 | -3,581 | -1.3% |
| Operating Income | 1,831 | 1,832 | -0.1% | 2,118 | -13.6% | 7,869 | 7,178 | +9.6% |
| Share of Earnings of Equity-Method Entities | 134 | 91 | +47.3% | 114 | +17.5% | 495 | 356 | +39.0% |
| Other Non Operating Items | -7 | -9 | -22.2% | 20 | n.s. | 1 | 23 | -95.7% |
| Pre-Tax Income | 1,958 | 1,914 | +2.3% | 2,252 | -13.1% | 8,365 | 7,557 | +10.7% |
| Cost/Income | 64.9% | 62.9% | +2.0 pt | 61.3% | +3.6 pt | 62.9% | 62.4% | +0.5 pt |
| Allocated Equity (€bn) | | | | | | 40.4 | 37.9 | +6.5% |

Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium, Luxembourg, at BancWest and TEB for the Revenues to Pre-tax income line items

Domestic Markets - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|--------------|--------------|----------------|--------------|---------------|---------------|---------------|----------------|
| Revenues | 3,945 | 3,930 | +0.4% | 3,959 | -0.4% | 15,943 | 15,699 | +1.6% |
| Operating Expenses and Dep. | -2,694 | -2,531 | +6.4% | -2,496 | +7.9% | -10,289 | -9,982 | +3.1% |
| Gross Operating Income | 1,251 | 1,399 | -10.6% | 1,463 | -14.5% | 5,654 | 5,717 | -1.1% |
| Cost of Risk | -470 | -506 | -7.1% | -420 | +11.9% | -1,812 | -2,074 | -12.6% |
| Operating Income | 781 | 893 | -12.5% | 1,043 | -25.1% | 3,842 | 3,643 | +5.5% |
| Share of Earnings of Equity-Method Entities | 22 | 1 | n.s. | 13 | +69.2% | 49 | -7 | n.s. |
| Other Non Operating Items | -8 | -22 | -63.6% | -7 | +14.3% | -34 | -18 | +88.9% |
| Pre-Tax Income | 795 | 872 | -8.8% | 1,049 | -24.2% | 3,857 | 3,618 | +6.6% |
| Income Attributable to Wealth and Asset Management | -59 | -59 | n.s. | -70 | -15.7% | -272 | -248 | +9.7% |
| Pre-Tax Income of Domestic Markets | 736 | 813 | -9.5% | 979 | -24.8% | 3,585 | 3,370 | +6.4% |
| Cost/Income | 68.3% | 64.4% | +3.9 pt | 63.0% | +5.3 pt | 64.5% | 63.6% | +0.9 pt |
| Allocated Equity (€bn) | | | | | | 18.6 | 18.5 | +0.7% |

Including 100% of Private Banking in France (excluding PEL/CEL effects), Italy, Belgium and Luxembourg for the Revenues to Pre-tax income items

- Revenues: +0.4% vs. 4Q14
 - Growth of the specialised businesses and BRB
 - Impact of persistently low interest rates
- Operating expenses: +6.4% vs. 4Q14
 - +1.1% at constant scope and exchange rates and excluding non recurrent items in BNL bc (€85m)*
- Pre-tax income: -9.5% vs. 4Q14
 - +1.0% excluding non recurrent items in BNL bc*

* Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m)
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Domestic Markets

French Retail Banking - 4Q15 (excluding PEL/CEL effects)

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|--------------|--------------|----------------|--------------|---------------|--------------|--------------|----------------|
| Revenues | 1,619 | 1,658 | -2.4% | 1,664 | -2.7% | 6,643 | 6,806 | -2.4% |
| <i>Incl. Net Interest Income</i> | 972 | 991 | -1.9% | 986 | -1.4% | 3,903 | 4,058 | -3.8% |
| <i>Incl. Commissions</i> | 647 | 667 | -3.0% | 678 | -4.6% | 2,740 | 2,748 | -0.3% |
| Operating Expenses and Dep. | -1,184 | -1,169 | +1.3% | -1,150 | +3.0% | -4,535 | -4,511 | +0.5% |
| Gross Operating Income | 435 | 489 | -11.0% | 514 | -15.4% | 2,108 | 2,295 | -8.1% |
| Cost of Risk | -88 | -106 | -17.0% | -79 | +11.4% | -343 | -402 | -14.7% |
| Operating Income | 347 | 383 | -9.4% | 435 | -20.2% | 1,765 | 1,893 | -6.8% |
| Non Operating Items | 2 | 0 | n.s. | 0 | n.s. | 4 | 3 | +33.3% |
| Pre-Tax Income | 349 | 383 | -8.9% | 435 | -19.8% | 1,769 | 1,896 | -6.7% |
| Income Attributable to Wealth and Asset Management | -33 | -32 | +3.1% | -41 | -19.5% | -159 | -143 | +11.2% |
| Pre-Tax Income of French Retail Banking | 316 | 351 | -10.0% | 394 | -19.8% | 1,610 | 1,753 | -8.2% |
| Cost/Income | 73.1% | 70.5% | +2.6 pt | 69.1% | +4.0 pt | 68.3% | 66.3% | +2.0 pt |
| Allocated Equity (€bn) | | | | | | 6.8 | 6.7 | +0.9% |

Including 100% of French Private Banking for the Revenues to Pre-tax income line items (excluding PEL/CEL effects)

- Revenues: -2.4% vs. 4Q14
 - Net interest income: -1.9%, impact of persistently low interest rates (decrease in margins on deposits and on renegotiated loans)
 - Fees: -3.0%, decrease of banking fees, increase in fees on off balance sheet savings
- Operating expenses: +1.3% vs. 4Q14
 - -0.5%, excluding the effect of the rise in profit sharing as a result of the Group's income

Domestic Markets

French Retail Banking - Volumes

| | Outstandings 4Q15 | %Var/4Q14 | %Var/3Q15 | Outstandings 2015 | %Var/2014 |
|-----------------------------------|----------------------|---------------------------|---------------------------|----------------------|--------------|
| <i>Average outstandings (€bn)</i> | | | | | |
| LOANS | 143.7 | -1.1% | -0.9% | 145.1 | +0.3% |
| Individual Customers | 76.6 | -1.3% | -1.7% | 77.5 | +0.3% |
| Incl. Mortgages | 66.7 | -1.1% | -1.7% | 67.6 | +0.4% |
| Incl. Consumer Lending | 9.9 | -2.9% | -1.8% | 10.0 | -0.8% |
| Corporates | 67.1 | -0.9% | +0.0% | 67.6 | +0.4% |
| DEPOSITS AND SAVINGS | 135.2 | +3.8% | -0.5% | 135.1 | +4.2% |
| Current Accounts | 68.1 | +18.2% | +3.0% | 63.9 | +14.1% |
| Savings Accounts | 58.0 | -1.4% | -2.5% | 59.3 | -0.5% |
| Market Rate Deposits | 9.2 | -33.9% | -11.0% | 12.0 | -14.7% |
| | 31.12.15 | %Var/ 31.12.14 | %Var/ 30.09.15 | | |
| <i>€bn</i> | | | | | |
| OFF BALANCE SHEET SAVINGS | | | | | |
| Life Insurance | 81.4 | +4.5% | +1.2% | | |
| Mutual Funds | 44.4 | +2.6% | +10.0% | | |

- Loans: -1.1% vs. 4Q14
 - Individuals: impact of early repayments of mortgages
 - Corporates: effect of early repayments in connection with two specific transactions
- Deposits: +3.8% vs. 4Q14, strong growth in current accounts
- Off balance sheet savings: good asset inflows

Domestic Markets

BNL banca commerciale - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 776 | 798 | -2.8% | 756 | +2.6% | 3,125 | 3,219 | -2.9% |
| Operating Expenses and Dep. | -547 | -458 | +19.4% | -425 | +28.7% | -1,864 | -1,769 | +5.4% |
| Gross Operating Income | 229 | 340 | -32.6% | 331 | -30.8% | 1,261 | 1,450 | -13.0% |
| Cost of Risk | -300 | -322 | -6.8% | -309 | -2.9% | -1,248 | -1,398 | -10.7% |
| Operating Income | -71 | 18 | n.s. | 22 | n.s. | 13 | 52 | -75.0% |
| Non Operating Items | 0 | 0 | n.s. | 0 | n.s. | -1 | 0 | n.s. |
| Pre-Tax Income | -71 | 18 | n.s. | 22 | n.s. | 12 | 52 | -76.9% |
| Income Attributable to Wealth and Asset Management | -11 | -7 | +57.1% | -8 | +37.5% | -40 | -29 | +37.9% |
| Pre-Tax Income of BNL bc | -82 | 11 | n.s. | 14 | n.s. | -28 | 23 | n.s. |
| Cost/Income | 70.5% | 57.4% | +13.1 pt | 56.2% | +14.3 pt | 59.6% | 55.0% | +4.6 pt |
| Allocated Equity (€bn) | | | | | | 5.3 | 5.6 | -5.6% |

Including 100% of the Italian Private Banking for the Revenues to Pre-tax income line items

- Revenues: -2.8% vs. 4Q14
 - Net interest income: -5.2% vs. 4Q14, due to the repositioning on the better corporate clients and the low interest rate environment
 - Fees: +1.8% vs. 4Q14, due to the good performance of off balance sheet savings
- Operating expenses: +19.4% vs. 4Q14
 - +0.9% vs. 4Q14 excluding the impact of non recurring items (€85m)*
 - Continuing cost containment
- Pre-tax income: +€3m excluding the impact of non recurring items*

* Contribution to the resolution process of 4 Italian banks (€65m) and one-off restructuring costs (€20m)

Domestic Markets

BNL banca commerciale - Volumes

| Average outstandings (€bn) | Outstandings | %Var/4Q14 | %Var/3Q15 | Outstandings | %Var/2014 |
|-----------------------------|--------------|--------------|--------------|--------------|--------------|
| | 4Q15 | | | 2015 | |
| LOANS | 77.5 | +0.2% | -0.4% | 77.5 | -0.6% |
| Individual Customers | 39.0 | +3.0% | +0.5% | 38.6 | +2.3% |
| Incl. Mortgages | 25.1 | +0.4% | -0.1% | 25.0 | -0.1% |
| Incl. Consumer Lending | 4.1 | +5.2% | +0.4% | 4.0 | +6.2% |
| Corporates | 38.4 | -2.5% | -1.3% | 38.9 | -3.3% |
| DEPOSITS AND SAVINGS | 34.8 | +6.1% | +3.0% | 33.8 | +1.0% |
| Individual Deposits | 23.6 | +11.1% | +2.3% | 22.6 | +5.7% |
| Incl. Current Accounts | 23.2 | +11.7% | +2.5% | 22.2 | +6.6% |
| Corporate Deposits | 11.2 | -3.0% | +4.4% | 11.2 | -7.2% |

| €bn | 31.12.15 | %Var/ 31.12.14 | %Var/ 30.09.15 |
|----------------|----------------------------------|-------------------|-------------------|
| | OFF BALANCE SHEET SAVINGS | | |
| Life Insurance | 16.7 | +10.6% | +1.8% |
| Mutual Funds | 12.9 | +18.1% | +4.4% |

- Loans: +0.2% vs. 4Q14
 - Individuals: +3.0% vs. 4Q14, recovery in demand
 - Corporates: -2.5% vs. 4Q14, gradually lesser impact of the selective repositioning; growth in the targeted client segments
- Deposits: +6.1% vs. 4Q14
 - Rise in the deposits of individuals, in particular current accounts
- Off balance sheet savings: good asset inflows in life insurance, strong increase of mutual fund outstandings

Domestic Markets

Belgian Retail Banking - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 883 | 875 | +0.9% | 880 | +0.3% | 3,548 | 3,385 | +4.8% |
| Operating Expenses and Dep. | -584 | -573 | +1.9% | -573 | +1.9% | -2,449 | -2,434 | +0.6% |
| Gross Operating Income | 299 | 302 | -1.0% | 307 | -2.6% | 1,099 | 951 | +15.6% |
| Cost of Risk | -52 | -28 | +85.7% | 2 | n.s. | -85 | -131 | -35.1% |
| Operating Income | 247 | 274 | -9.9% | 309 | -20.1% | 1,014 | 820 | +23.7% |
| Non Operating Items | 7 | -20 | n.s. | -4 | n.s. | -9 | -10 | -10.0% |
| Pre-Tax Income | 254 | 254 | n.s. | 305 | -16.7% | 1,005 | 810 | +24.1% |
| Income Attributable to Wealth and Asset Management | -15 | -19 | -21.1% | -20 | -25.0% | -69 | -72 | -4.2% |
| Pre-Tax Income of Belgian Retail Banking | 239 | 235 | +1.7% | 285 | -16.1% | 936 | 738 | +26.8% |
| Cost/Income | 66.1% | 65.5% | +0.6 pt | 65.1% | +1.0 pt | 69.0% | 71.9% | -2.9 pt |
| Allocated Equity (€bn) | | | | | | 3.7 | 3.5 | +5.5% |

Including 100% of Belgian Private Banking for the Revenues to Pre-tax income line items

- Revenues: +0.9% vs. 4Q14
 - Net interest income: +1.7% vs. 4Q14
 - Fees: -1.4% vs. 4Q14, impact of non recurring items this quarter; good growth excluding this effect
- Operating expenses: +1.9% vs. 4Q14
 - Impact this quarter of IT and digital projects
- Non operating items
 - Reminder: one-off depreciation of a building in 4Q14

Domestic Markets

Belgian Retail Banking - Volumes

| Average outstandings (€bn) | Outstandings | %Var/4Q14 | %Var/3Q15 | Outstandings | %Var/2014 |
|----------------------------------|--------------|--------------|--------------|--------------|--------------|
| | 4Q 15 | | | 2015 | |
| LOANS | 93.3 | +4.7% | +1.6% | 91.7 | +3.9% |
| Individual Customers | 63.1 | +6.3% | +2.4% | 61.3 | +4.6% |
| Incl. Mortgages | 45.1 | +8.2% | +3.0% | 43.5 | +6.1% |
| Incl. Consumer Lending | 0.1 | -63.9% | -42.9% | 0.3 | -24.2% |
| Incl. Small Businesses | 17.9 | +3.3% | +1.8% | 17.5 | +1.8% |
| Corporates and Local Governments | 30.2 | +1.6% | -0.1% | 30.4 | +2.6% |
| DEPOSITS AND SAVINGS | 110.7 | +3.7% | +0.7% | 109.7 | +3.8% |
| Current Accounts | 40.6 | +14.3% | +3.5% | 38.7 | +15.5% |
| Savings Accounts | 65.1 | +0.7% | -0.6% | 65.4 | +1.5% |
| Term Deposits | 5.0 | -23.7% | -4.7% | 5.6 | -27.8% |

| €bn | 31.12.15 | %Var/ 31.12.14 | %Var/ 30.09.15 |
|----------------|----------------------------------|-------------------|-------------------|
| | OFF BALANCE SHEET SAVINGS | | |
| Life Insurance | 24.7 | -2.7% | -0.0% |
| Mutual Funds | 30.3 | +13.8% | -0.1% |

- Loans: +4.7% vs. 4Q14
 - Individuals: +6.3% vs. 4Q14, rise in mortgage loans
 - Corporates: +1.6% vs. 4Q14, growth in loans to SMEs
- Deposits: +3.7% vs. 4Q14
 - Individuals: strong growth in current accounts
 - Corporates: strong increase in current accounts

Domestic Markets Other Activities - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 667 | 599 | +11.4% | 659 | +1.2% | 2,627 | 2,289 | +14.8% |
| Operating Expenses and Dep. | -379 | -331 | +14.5% | -348 | +8.9% | -1,441 | -1,268 | +13.6% |
| Gross Operating Income | 288 | 268 | +7.5% | 311 | -7.4% | 1,186 | 1,021 | +16.2% |
| Cost of Risk | -30 | -50 | -40.0% | -34 | -11.8% | -136 | -143 | -4.9% |
| Operating Income | 258 | 218 | +18.3% | 277 | -6.9% | 1,050 | 878 | +19.6% |
| Share of Earnings of Equity-Method Entities | 18 | -2 | n.s. | 10 | +80.0% | 35 | -19 | n.s. |
| Other Non Operating Items | -13 | 1 | n.s. | 0 | n.s. | -14 | 1 | n.s. |
| Pre-Tax Income | 263 | 217 | +21.2% | 287 | -8.4% | 1,071 | 860 | +24.5% |
| Income Attributable to Wealth and Asset Management | 0 | -1 | n.s. | -1 | n.s. | -4 | -4 | +0.0% |
| Pre-Tax Income of Other Domestic Markets | 263 | 216 | +21.8% | 286 | -8.0% | 1,067 | 856 | +24.6% |
| Cost/Income | 56.8% | 55.3% | +1.5 pt | 52.8% | +4.0 pt | 54.9% | 55.4% | -0.5 pt |
| Allocated Equity (€bn) | | | | | | 2.9 | 2.7 | +7.0% |

Including 100% of Private Banking in Luxembourg for the Revenues to Pre-tax income line items

- Scope effect related to the acquisition of DAB Bank in Germany* (Personal Investors) and of GE Fleet Services' businesses in Europe** (Arval)
- At constant scope and exchange rates vs. 4Q14
 - Revenues***: +0.8%, good growth of Arval and Leasing Solutions' revenues, high base for Personal Investors in 4Q14
 - Operating expenses***: stable, good cost control
 - Pre-tax income****: +9.3%, decrease in the cost of risk

* Closed on 17 December 2014; ** Closed on 2 November 2015; *** Including 100% of Private Banking in Luxembourg; **** Including 2/3 of Private Banking in Luxembourg



Domestic Markets

Luxembourg Retail Banking - Personal Investors

> Luxembourg Retail Banking

| Average outstandings (€bn) | 4Q15 | %Var/4Q14 | %Var/3Q15 | 2015 | %Var/2014 |
|----------------------------------|-----------------|---------------------------|---------------------------|-------------|--------------|
| LOANS | 8.4 | +3.4% | +1.6% | 8.3 | +2.8% |
| Individual Customers | 5.9 | +2.0% | +0.1% | 5.9 | +2.8% |
| Corporates and Local Governments | 2.5 | +6.9% | +5.6% | 2.4 | +2.9% |
| DEPOSITS AND SAVINGS | 15.1 | +7.3% | +4.8% | 14.3 | +6.5% |
| Current Accounts | 7.0 | +18.0% | +6.9% | 6.5 | +21.5% |
| Savings Accounts | 6.7 | +16.8% | +7.4% | 6.0 | +7.5% |
| Term Deposits | 1.4 | -41.2% | -13.4% | 1.8 | -28.4% |
| €bn | 31.12.15 | %Var/ 31.12.14 | %Var/ 30.09.15 | | |
| OFF BALANCE SHEET SAVINGS | | | | | |
| Life Insurance | 0.9 | +0.9% | +2.7% | | |
| Mutual Funds | 1.8 | +6.6% | +2.5% | | |

- Loans vs. 4Q14: increase in corporate loans and mortgages
- Deposits vs. 4Q14: strong deposit inflows particularly in the corporate client segment, on the back of cash management development
- BGL BNPP named 2015 Bank of the Year in Luxembourg by *The Banker* magazine

> Personal Investors

| Average outstandings (€bn) | 4Q15 | %Var/4Q14 | %Var/3Q15 | 2015 | %Var/2014 |
|-------------------------------------|-----------------|---------------------------|---------------------------|-------------|---------------|
| LOANS | 0.5 | +34.4% | -10.4% | 0.6 | +53.5% |
| DEPOSITS | 20.8 | +58.9% | -3.0% | 20.7 | +67.2% |
| €bn | 31.12.15 | %Var/ 31.12.14 | %Var/ 30.09.15 | | |
| ASSETS UNDER MANAGEMENT | 82.2 | n.s. | +3.5% | | |
| European Customer Orders (millions) | 3.7 | 70.0% | -5.2% | | |

- Reminder: acquisition of DAB Bank on 17 December 2014 (€36.4bn in assets under management, of which €5.2bn of deposits*)
- Deposits vs. 4Q14: +14.8%**, sustained by a good level of new customer acquisitions, in particular at Consorsbank! in Germany
- Assets under management vs. 4Q14: +5.7%**, good sales and marketing drive and performance effect
- Consorsbank! #1 prize for innovation in 2015 (*bankenversicherungen.de*)

* As at 31.12.14; ** At constant scope and exchange rates



Domestic Markets

Arval - Leasing Solutions

> Arval

| Average outstandings (€bn) | 4Q15 | %Var*/4Q14 | %Var*/3Q15 | 2015 | %Var*/2014 |
|--------------------------------------|------|------------|------------|------|------------|
| Consolidated Outstandings | 12.2 | +11.9% | +3.5% | 10.5 | +10.7% |
| Financed vehicles ('000 of vehicles) | 949 | +8.3% | +3.2% | 797 | +7.5% |

- Acquisition of GE Fleet Services' business in Europe closed on 2 November 2015 (+164,000 vehicles)
- Consolidated outstandings: +11.9%* vs. 4Q14, good rise driven by international business development
- Financed fleet: +8.3%* vs. 4Q14, continued strong growth

> Leasing Solutions

| Average outstandings (€bn) | 4Q15 | %Var*/4Q14 | %Var*/3Q15 | 2015 | %Var*/2014 |
|----------------------------|------|------------|------------|------|------------|
| Consolidated Outstandings | 16.3 | +0.2% | +0.4% | 16.2 | -0.2% |

- Consolidated outstandings: +0.2%* vs. 4Q14, good growth in the outstandings of the core portfolio but continued reduction of the non-core portfolio

* At constant scope and exchange rates

International Financial Services - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|--------------|--------------|----------------|--------------|---------------|---------------|---------------|----------------|
| Revenues | 3,916 | 3,668 | +6.8% | 3,810 | +2.8% | 15,335 | 13,395 | +14.5% |
| Operating Expenses and Dep. | -2,396 | -2,230 | +7.4% | -2,249 | +6.5% | -9,315 | -8,102 | +15.0% |
| Gross Operating Income | 1,520 | 1,438 | +5.7% | 1,561 | -2.6% | 6,020 | 5,293 | +13.7% |
| Cost of Risk | -411 | -440 | -6.6% | -416 | -1.2% | -1,722 | -1,511 | +14.0% |
| Operating Income | 1,109 | 998 | +11.1% | 1,145 | -3.1% | 4,298 | 3,782 | +13.6% |
| Share of Earnings of Equity-Method Entities | 112 | 90 | +24.4% | 101 | +10.9% | 447 | 364 | +22.8% |
| Other Non Operating Items | 1 | 13 | -92.3% | 27 | -96.3% | 35 | 41 | -14.6% |
| Pre-Tax Income | 1,222 | 1,101 | +11.0% | 1,273 | -4.0% | 4,780 | 4,187 | +14.2% |
| Cost/Income | 61.2% | 60.8% | +0.4 pt | 59.0% | +2.2 pt | 60.7% | 60.5% | +0.2 pt |
| Allocated Equity (€bn) | | | | | | 21.8 | 19.4 | +12.1% |

- At constant scope and exchange rates vs. 4Q14
 - Revenues: +6.0%; growth across all the business units
 - Operating expenses: +5.7%; on the back of business development
 - GOI: +6.5%
 - Pre-tax income: +8.0%

International Financial Services Personal Finance - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|--------------|--------------|----------------|--------------|---------------|--------------|--------------|----------------|
| Revenues | 1,184 | 1,154 | +2.6% | 1,195 | -0.9% | 4,744 | 4,103 | +15.6% |
| Operating Expenses and Dep. | -576 | -575 | +0.2% | -553 | +4.2% | -2,291 | -1,962 | +16.8% |
| Gross Operating Income | 608 | 579 | +5.0% | 642 | -5.3% | 2,453 | 2,141 | +14.6% |
| Cost of Risk | -309 | -292 | +5.8% | -287 | +7.7% | -1,176 | -1,095 | +7.4% |
| Operating Income | 299 | 287 | +4.2% | 355 | -15.8% | 1,277 | 1,046 | +22.1% |
| Share of Earnings of Equity-Method Entities | 20 | 35 | -42.9% | 22 | -9.1% | 74 | 83 | -10.8% |
| Other Non Operating Items | 0 | -5 | n.s. | 0 | n.s. | 0 | 16 | n.s. |
| Pre-Tax Income | 319 | 317 | +0.6% | 377 | -15.4% | 1,351 | 1,145 | +18.0% |
| Cost/Income | 48.6% | 49.8% | -1.2 pt | 46.3% | +2.3 pt | 48.3% | 47.8% | +0.5 pt |
| Allocated Equity (€bn) | | | | | | 3.7 | 3.4 | +10.4% |

- At constant scope and exchange rates
 - Revenues: +5.3% vs. 4Q14 , revenue growth in Germany, Italy, Spain and Belgium
 - Operating expenses: +1.8% vs. 4Q14, in line with the business development
 - GOI: +8.7% vs. 4Q14
 - Pre-tax income: +4.9% vs. 4Q14

International Financial Services

Personal Finance - Volumes and Risks

| Average outstandings (€bn) | Outstanding | %Var/4Q14 | | %Var/3Q15 | | Outstanding | %Var/2014 | |
|--|-------------|------------|--------------------------------------|------------|--------------------------------------|-------------|------------|--------------------------------------|
| | 4Q15 | historical | at constant scope and exchange rates | historical | at constant scope and exchange rates | 2015 | historical | at constant scope and exchange rates |
| TOTAL CONSOLIDATED OUTSTANDINGS | 60.1 | +5.4% | +6.6% | +2.4% | +2.4% | 58.6 | +15.0% | +4.3% |
| TOTAL OUTSTANDINGS UNDER MANAGEMENT (1) | 70.1 | +5.1% | +6.5% | +1.8% | +2.2% | 68.5 | +4.3% | +4.6% |

(1) Including 100% of outstandings of subsidiaries not fully owned as well as of all partnerships

> Cost of risk/outstandings

| Annualised cost of risk/outstandings as at beginning of period | 4Q14 | 1Q15 | 2Q15 | 3Q15 | 4Q15 |
|--|--------------|--------------|--------------|--------------|--------------|
| France | 1.77% | 2.36% | 1.76% | 1.51% | 1.60% |
| Italy | 2.70% | 2.26% | 2.61% | 2.23% | 2.54% |
| Spain | 2.01% | 0.16% | 1.18% | 1.90% | 1.96% |
| Other Western Europe | 1.14% | 1.09% | 1.59% | 1.94% | 1.57% |
| Eastern Europe | 2.95% | 1.75% | 1.73% | 1.62% | 2.30% |
| Brazil | 3.90% | 7.32% | 6.43% | 6.46% | 10.70%* |
| Others | 3.43% | 1.89% | 2.39% | 2.31% | 2.58% |
| Personal Finance | 2.03% | 2.04% | 2.05% | 2.00% | 2.16% |

* Exceptional adjustment for the whole year 2015



International Financial Services Europe-Mediterranean - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 621 | 622 | -0.2% | 611 | +1.6% | 2,490 | 2,104 | +18.3% |
| Operating Expenses and Dep. | -444 | -424 | +4.7% | -404 | +9.9% | -1,712 | -1,467 | +16.7% |
| Gross Operating Income | 177 | 198 | -10.6% | 207 | -14.5% | 778 | 637 | +22.1% |
| Cost of Risk | -96 | -136 | -29.4% | -111 | -13.5% | -466 | -357 | +30.5% |
| Operating Income | 81 | 62 | +30.6% | 96 | -15.6% | 312 | 280 | +11.4% |
| Non Operating Items | 47 | 26 | +80.8% | 44 | +6.8% | 174 | 106 | +64.2% |
| Pre-Tax Income | 128 | 88 | +45.5% | 140 | -8.6% | 486 | 386 | +25.9% |
| Income Attributable to Wealth and Asset Management | 0 | 0 | n.s. | -2 | n.s. | -3 | -1 | n.s. |
| Pre-Tax Income of EUROPE-MEDITERRANEAN | 128 | 88 | +45.5% | 138 | -7.2% | 483 | 385 | +25.5% |
| Cost/Income | 71.5% | 68.2% | +3.3 pt | 66.1% | +5.4 pt | 68.8% | 69.7% | -0.9 pt |
| Allocated Equity (€bn) | | | | | | 4.4 | 3.7 | +18.3% |

Including 100% of Turkish Private Banking for the Revenue to Pre-tax income line items

- Foreign exchange effect due in particular to the variation in the value of the Turkish lira
 - TRY vs. EUR*: -11.2% vs. 4Q14, -0.2% vs. 3Q15, -3.8% vs. 2014
- At constant scope and exchange rates vs. 4Q14
 - Revenues**: +7.0%, good drive on the back of volume growth
 - Operating expenses**: +11.6%, +3.8% excluding non recurring items in Poland this quarter (€31m)***
 - Pre-tax income****: +33.1%, decrease in the cost of risk compared to a high level in 4Q14
- Non-operating items: strong contribution from associated companies (very good performance in Asia)

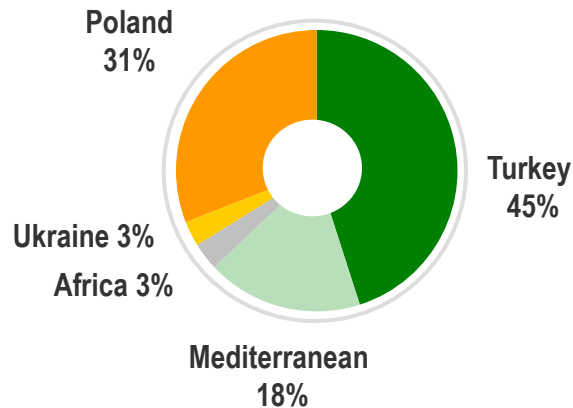
* Average rates; ** Including 100% of Turkish Private Banking; *** One-off contribution to the deposit guarantee fund and to the support fund for borrowers in difficulty; **** Including 2/3 of Turkish Private Banking



International Financial Services Europe-Mediterranean - Volumes and Risks

| Average outstandings (€bn) | Outstanding | %Var/4Q14 | | %Var/3Q15 | | Outstanding | %Var/2014 | |
|----------------------------|-------------|------------|--------------------------------------|------------|--------------------------------------|-------------|------------|--------------------------------------|
| | 4Q15 | historical | at constant scope and exchange rates | historical | at constant scope and exchange rates | 2015 | historical | at constant scope and exchange rates |
| LOANS | 38.6 | +3.7% | +10.3% | -0.0% | +0.7% | 38.8 | +28.4% | +12.3% |
| DEPOSITS | 33.7 | +0.8% | +7.4% | +1.6% | +2.4% | 33.7 | +27.2% | +9.5% |

Geographic distribution of 4Q15 outstanding loans



Cost of risk/outstandings

| Annualised cost of risk/outstandings as at beginning of period | 4Q14 | 1Q15 | 2Q15 | 3Q15 | 4Q15 |
|--|--------------|--------------|--------------|--------------|--------------|
| Turkey | 1.40% | 1.01% | 1.02% | 1.30% | 1.28% |
| Ukraine | 6.48% | 12.85% | 4.48% | 8.68% | 2.51% |
| Poland | 0.51% | 0.64% | 0.79% | 0.37% | 0.42% |
| Others | 2.22% | 2.48% | 1.13% | 0.75% | 1.09% |
| Europe-Mediterranean | 1.49% | 1.61% | 1.08% | 1.12% | 1.01% |

International Financial Services BancWest - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|--|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 732 | 612 | +19.6% | 700 | +4.6% | 2,824 | 2,229 | +26.7% |
| Operating Expenses and Dep. | -481 | -388 | +24.0% | -464 | +3.7% | -1,885 | -1,443 | +30.6% |
| Gross Operating Income | 251 | 224 | +12.1% | 236 | +6.4% | 939 | 786 | +19.5% |
| Cost of Risk | 5 | -17 | n.s. | -20 | n.s. | -50 | -50 | n.s. |
| Operating Income | 256 | 207 | +23.7% | 216 | +18.5% | 889 | 736 | +20.8% |
| Non Operating Items | 2 | -1 | n.s. | 25 | -92.0% | 31 | 4 | n.s. |
| Pre-Tax Income | 258 | 206 | +25.2% | 241 | +7.1% | 920 | 740 | +24.3% |
| Income Attributable to Wealth and Asset Management | -3 | -3 | n.s. | -3 | n.s. | -10 | -8 | +25.0% |
| Pre-Tax Income of BANCWEST | 255 | 203 | +25.6% | 238 | +7.1% | 910 | 732 | +24.3% |
| Cost/Income | 65.7% | 63.4% | +2.3 pt | 66.3% | -0.6 pt | 66.7% | 64.7% | +2.0 pt |
| Allocated Equity (€bn) | | | | | | 5.1 | 4.3 | +18.0% |

Including 100% of U.S Private Banking for the Revenues to Pre-tax income line items

- Foreign exchange effect
 - USD vs. EUR*: +14.0% vs. 4Q14, +1.5% vs. 3Q15, +19.7% vs. 2014
- Revenues: +6.0%** vs. 4Q14
 - Notably due to volume growth
- Operating expenses: +10.1%** vs. 4Q14
 - +6.5%** net of the increase in regulatory costs***
 - Strengthening of the commercial set up (private banking and consumer finance) partially offset by streamlining of the network and the organisation
- Pre-tax income: +10.3%** vs. 4Q14

* Average rates; ** At constant scope and exchange rates; *** CCAR and Intermediate Holding Company notably

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International Financial Services

BancWest - Volumes

| Average outstandings (€bn) | Outstanding | %Var/4Q14 | | %Var/3Q15 | | Outstandings | %Var/2014 | |
|-----------------------------|-------------|---------------|--------------------------------------|--------------|--------------------------------------|--------------|---------------|--------------------------------------|
| | 4Q15 | historical | at constant scope and exchange rates | historical | at constant scope and exchange rates | 2015 | historical | at constant scope and exchange rates |
| LOANS | 58.6 | +22.2% | +7.2% | +4.2% | +2.6% | 56.1 | +27.5% | +6.7% |
| Individual Customers | 26.5 | +20.2% | +5.4% | +3.1% | +1.6% | 25.5 | +26.0% | +5.5% |
| Incl. Mortgages | 10.5 | +14.4% | +0.3% | +2.9% | +1.3% | 10.4 | +19.8% | +0.2% |
| Incl. Consumer Lending | 15.9 | +24.4% | +9.1% | +3.3% | +1.7% | 15.2 | +30.7% | +9.5% |
| Commercial Real Estate | 15.7 | +24.8% | +9.5% | +5.8% | +4.2% | 14.8 | +28.9% | +7.9% |
| Corporate Loans | 16.4 | +23.2% | +8.0% | +4.4% | +2.8% | 15.7 | +28.6% | +7.6% |
| DEPOSITS AND SAVINGS | 62.3 | +20.7% | +5.9% | +4.6% | +3.0% | 59.7 | +26.8% | +6.1% |
| Deposits Excl. Jumbo CDs | 53.8 | +22.9% | +7.8% | +4.9% | +3.3% | 51.1 | +27.9% | +7.1% |

- Loans: +7.2%* vs. 4Q14
 - Strong increase in consumer and corporate loans
- Deposits: +5.9%* vs. 4Q14
 - Good growth in current and savings accounts

* At constant scope and exchange rates



International Financial Services Insurance and WAM* - Business

| | 31.12.15 | 31.12.14 | %Var/ 31.12.14 | 30.09.15 | %Var/ 30.09.15 |
|--------------------------------------|-------------|-------------|-----------------------|-------------|-----------------------|
| Assets under management (€bn) | 954 | 894 | +6.8% | 919 | +3.8% |
| Asset Management | 390 | 365 | +6.9% | 372 | +4.8% |
| Wealth Management | 327 | 308 | +6.4% | 316 | +3.6% |
| Real Estate Services | 22 | 19 | +18.6% | 21 | +3.5% |
| Insurance | 215 | 202 | +6.2% | 210 | +2.4% |
| | 4Q15 | 4Q14 | %Var/ 4Q14 | 3Q15 | %Var/ 3Q15 |
| Net asset flows (€bn) | 15.3 | 1.4 | n.s. | 6.6 | n.s. |
| Asset Management | 11.9 | -1.9 | n.s. | 3.5 | n.s. |
| Wealth Management | 1.9 | 1.7 | +8.4% | 1.2 | +56.3% |
| Real Estate Services | 0.5 | 0.7 | -21.0% | 0.3 | +73.4% |
| Insurance | 0.9 | 0.9 | +1.4% | 1.5 | -40.9% |

- Strong asset inflows in Asset Management in 4Q15: €11.9bn

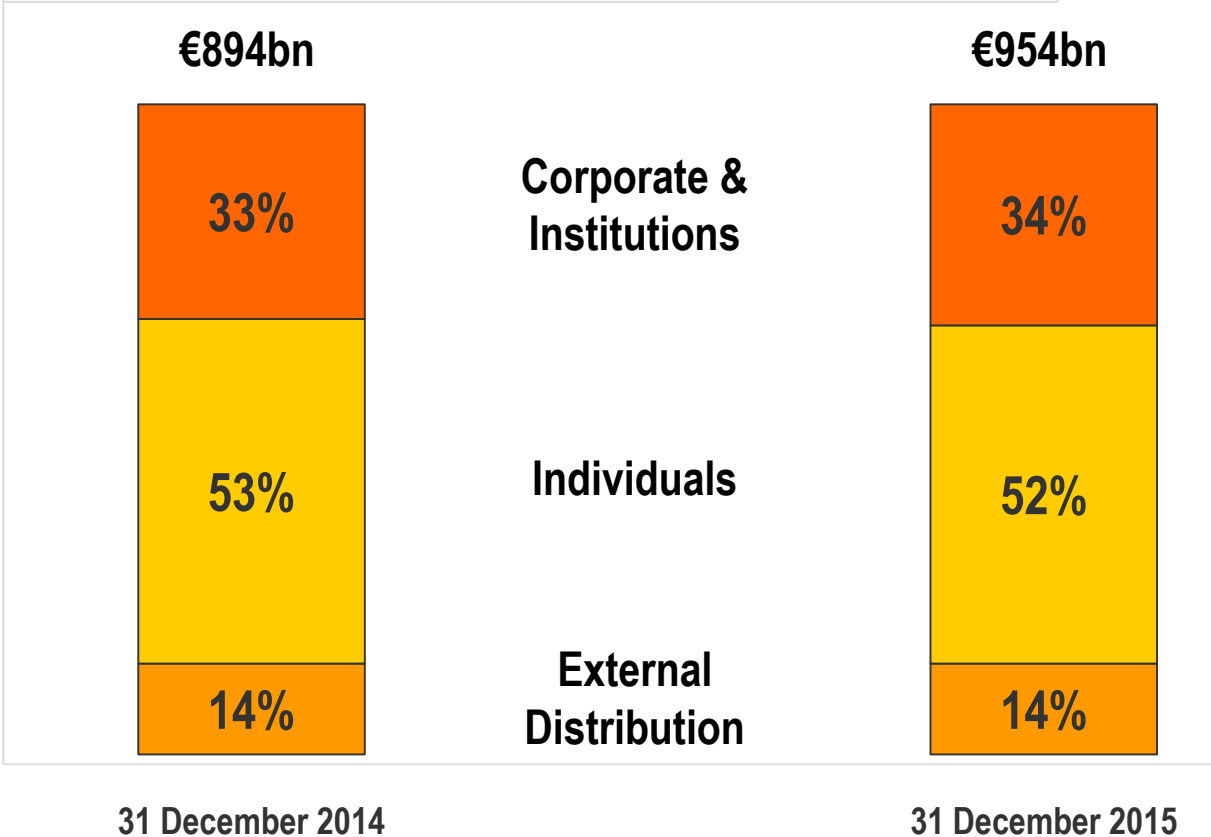
* Wealth and Asset Management



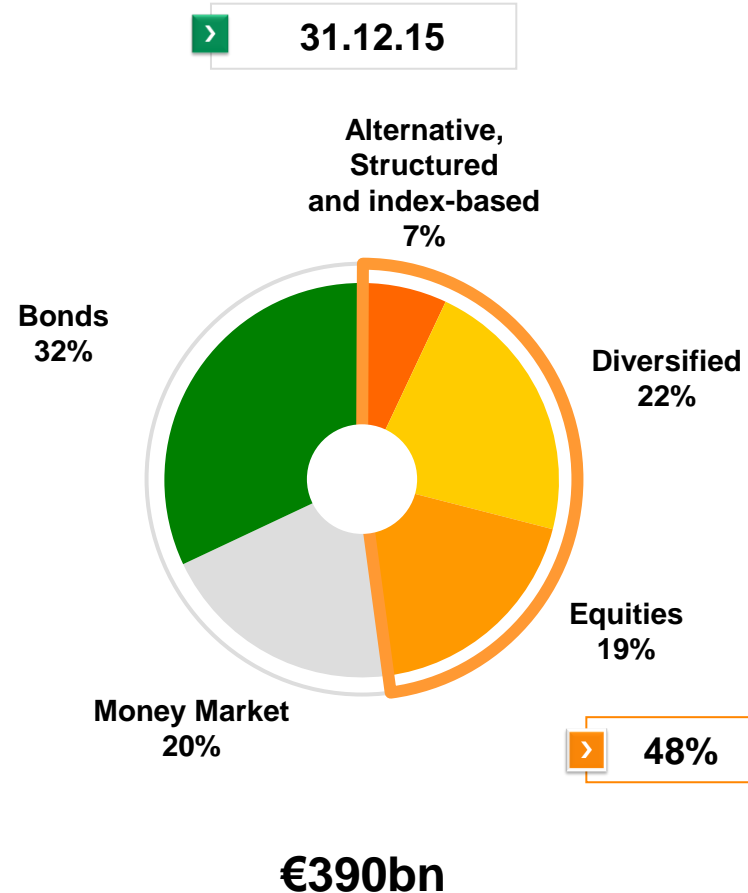
International Financial Services - Insurance & WAM

Breakdown of Assets by Customer Segment

> Breakdown of assets by customer segment



International Financial Services Asset Management - Breakdown of Managed Assets



International Financial Services Insurance - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 601 | 577 | +4.2% | 576 | +4.3% | 2,304 | 2,180 | +5.7% |
| Operating Expenses and Dep. | -302 | -279 | +8.2% | -279 | +8.2% | -1,160 | -1,081 | +7.3% |
| Gross Operating Income | 299 | 298 | +0.3% | 297 | +0.7% | 1,144 | 1,099 | +4.1% |
| Cost of Risk | -4 | 1 | n.s. | 3 | n.s. | -5 | -6 | -16.7% |
| Operating Income | 295 | 299 | -1.3% | 300 | -1.7% | 1,139 | 1,093 | +4.2% |
| Share of Earnings of Equity-Method Entities | 36 | 17 | n.s. | 25 | +44.0% | 156 | 124 | +25.8% |
| Other Non Operating Items | 0 | 0 | n.s. | 0 | n.s. | 1 | -3 | n.s. |
| Pre-Tax Income | 331 | 316 | +4.7% | 325 | +1.8% | 1,296 | 1,214 | +6.8% |
| Cost/Income | 50.2% | 48.4% | +1.8 pt | 48.4% | +1.8 pt | 50.3% | 49.6% | +0.7 pt |
| Allocated Equity (€bn) | | | | | | 6.8 | 6.3 | +7.4% |

- Revenues: +4.2% vs. 4Q14 (+3.0% vs. 4Q14 at constant scope and exchange rates)
 - Good business drive
- Operating expenses: +8.2% vs. 4Q14 (+7.1% vs. 4Q14 at constant scope and exchange rates)
 - Impact this quarter of costs related to the repositioning of the business in the United Kingdom
- Good performance of associated companies

International Financial Services Wealth and Asset Management - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 790 | 713 | +10.8% | 741 | +6.6% | 3,020 | 2,813 | +7.4% |
| Operating Expenses and Dep. | -602 | -571 | +5.4% | -557 | +8.1% | -2,301 | -2,174 | +5.8% |
| Gross Operating Income | 188 | 142 | +32.4% | 184 | +2.2% | 719 | 639 | +12.5% |
| Cost of Risk | -7 | 4 | n.s. | -1 | n.s. | -25 | -3 | n.s. |
| Operating Income | 181 | 146 | +24.0% | 183 | -1.1% | 694 | 636 | +9.1% |
| Share of Earnings of Equity-Method Entities | 11 | 14 | -21.4% | 10 | +10.0% | 44 | 55 | -20.0% |
| Other Non Operating Items | -3 | 17 | n.s. | 2 | n.s. | 2 | 20 | -90.0% |
| Pre-Tax Income | 189 | 177 | +6.8% | 195 | -3.1% | 740 | 711 | +4.1% |
| Cost/Income | 76.2% | 80.1% | -3.9 pt | 75.2% | +1.0 pt | 76.2% | 77.3% | -1.1 pt |
| Allocated Equity (€bn) | | | | | | 1.8 | 1.7 | +4.3% |

- Revenues: +10.8% vs. 4Q14 (+9.1% vs. 4Q14 at constant scope and exchange rates)
 - Good performance in Asset Management and Real Estate Services
 - Increase in Wealth Management in the domestic markets
- Operating expenses: +5.4% vs. 4Q14 (+1.9% vs. 4Q14 at constant scope and exchange rates)
 - Good cost control
 - Largely positive jaws effect
- Other non operating items
 - 2014 reminder: one-off indemnity received as a result of the restitution of rented premises

Corporate and Institutional Banking - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|--------------|--------------|----------------|--------------|---------------|---------------|---------------|----------------|
| Revenues | 2,641 | 2,437 | +8.4% | 2,624 | +0.6% | 11,659 | 10,297 | +13.2% |
| Operating Expenses and Dep. | -1,988 | -1,796 | +10.7% | -1,960 | +1.4% | -8,278 | -7,425 | +11.5% |
| Gross Operating Income | 653 | 641 | +1.9% | 664 | -1.7% | 3,381 | 2,872 | +17.7% |
| Cost of Risk | -63 | -29 | n.s. | -40 | +57.5% | -213 | -76 | n.s. |
| Operating Income | 590 | 612 | -3.6% | 624 | -5.4% | 3,168 | 2,796 | +13.3% |
| Share of Earnings of Equity-Method Entities | 11 | 16 | -31.3% | 2 | n.s. | 34 | 37 | -8.1% |
| Other Non Operating Items | -27 | 4 | n.s. | -2 | n.s. | 127 | -9 | n.s. |
| Pre-Tax Income | 574 | 632 | -9.2% | 624 | -8.0% | 3,329 | 2,824 | +17.9% |
| Cost/Income | 75.3% | 73.7% | +1.6 pt | 74.7% | +0.6 pt | 71.0% | 72.1% | -1.1 pt |
| Allocated Equity (€bn) | | | | | | 17.9 | 16.0 | +11.7% |

- Revenues: +8.4% vs. 4Q14, strong revenue growth
 - Rise across all the business units: Global Markets (+8.9%), Securities Services (+12.4%) and Corporate Banking (+6.2%)
- Operating expenses: +10.7% vs. 4Q14
 - Impact of the appreciation of the U.S. dollar: +4.4% at constant scope and exchange rates
 - Rise in regulatory costs (set up of the IHC*, compliance, etc.)
- Pre-tax income: -9.2% vs. 4Q14
 - Reminder: cost of risk particularly low in 4Q14

* Intermediate Holding Company



Corporate and Institutional Banking

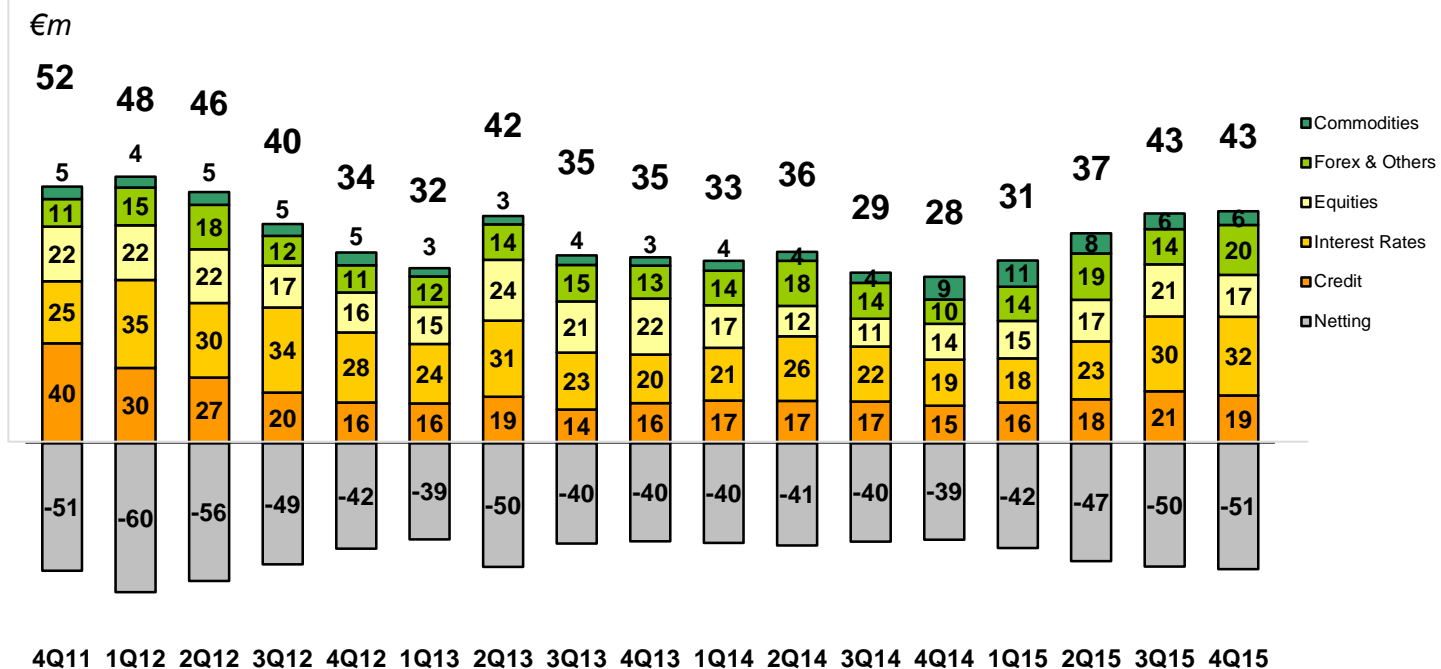
Global Markets - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|---|--------------|--------------|----------------|--------------|---------------|--------------|--------------|----------------|
| Revenues | 1,180 | 1,084 | +8.9% | 1,345 | -12.3% | 6,124 | 5,187 | +18.1% |
| <i>incl. FICC</i> | 800 | 790 | +1.3% | 880 | -9.1% | 3,938 | 3,419 | +15.2% |
| <i>incl. Equity & Prime Services</i> | 380 | 294 | +29.3% | 465 | -18.3% | 2,186 | 1,768 | +23.6% |
| Operating Expenses and Dep. | -1,029 | -913 | +12.7% | -1,059 | -2.8% | -4,552 | -4,108 | +10.8% |
| Gross Operating Income | 151 | 171 | -11.7% | 286 | -47.2% | 1,572 | 1,079 | +45.7% |
| Cost of Risk | 4 | -6 | n.s. | 12 | -66.7% | -79 | 50 | n.s. |
| Operating Income | 155 | 165 | -6.1% | 298 | -48.0% | 1,493 | 1,129 | +32.2% |
| Share of Earnings of Equity-Method Entities | 5 | 9 | -44.4% | 5 | +0.0% | 16 | 22 | -27.3% |
| Other Non Operating Items | -12 | -5 | n.s. | -3 | n.s. | -16 | -16 | +0.0% |
| Pre-Tax Income | 148 | 169 | -12.4% | 300 | -50.7% | 1,493 | 1,135 | +31.5% |
| Cost/Income | 87.2% | 84.2% | +3.0 pt | 78.7% | +8.5 pt | 74.3% | 79.2% | -4.9 pt |
| Allocated Equity (€bn) | | | | | | 8.5 | 7.7 | +10.5% |

- Revenues: +8.9% vs. 4Q14
 - FICC: +1.3%, good performance of forex, credit and rates businesses; weak business in bond issues in a wait-and-see context before monetary policy decisions
 - Equity & Prime Services: +29.3%, compared to a low level in 4Q14, sharp rise in derivatives, stability of Prime Services
- Operating expenses: +12.7% vs. 4Q14
 - Rise in regulatory costs and business development investments partly offset by the effects of Simple & Efficient
 - +6.6% at constant scope and exchange rates and excluding the positive effect of a reallocation of certain costs as a result of the introduction of the new CIB organisation announced in early 2015 (+€10m)
- Pre-tax income: -12.4% vs. 4Q14

Corporate and Institutional Banking Market Risks - 4Q15

Average 99% 1-day interval VaR



- Group's VaR still at a low level*
 - Stable this quarter vs. 3Q15
 - No losses greater than VaR this quarter

* VaR calculated for market limits

Corporate and Institutional Banking Securities Services - 4Q15

| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|-------------------------------|------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 436 | 388 | +12.4% | 447 | -2.5% | 1,799 | 1,577 | +14.1% |
| Operating Expenses and Dep. | -388 | -346 | +12.1% | -366 | +6.0% | -1,468 | -1,288 | +14.0% |
| Gross Operating Income | 48 | 42 | +14.3% | 81 | -40.7% | 331 | 289 | +14.5% |
| Cost of Risk | 2 | 3 | -33.3% | -1 | n.s. | 5 | 5 | n.s. |
| Operating Income | 50 | 45 | +11.1% | 80 | -37.5% | 336 | 294 | +14.3% |
| Non Operating Items | 0 | 8 | n.s. | 0 | n.s. | -1 | 8 | n.s. |
| Pre-Tax Income | 50 | 53 | -5.7% | 80 | -37.5% | 335 | 302 | +10.9% |
| Cost/Income | 89.0% | 89.2% | -0.2 pt | 81.9% | +7.1 pt | 81.6% | 81.7% | -0.1 pt |
| Allocated Equity (€bn) | | | | | | 0.6 | 0.5 | +7.3% |

| | 31.12.15 | 31.12.14 | %Var/ 31.12.14 | 30.09.15 | %Var/ 30.09.15 |
|--------------------------------------|-------------|-------------|-------------------|-------------|-------------------|
| Securities Services | | | | | |
| Assets under custody (€bn) | 8,068 | 7,396 | +9.1% | 7,912 | +2.0% |
| Assets under administration (€bn) | 1,848 | 1,419 | +30.3% | 1,708 | +8.2% |
| | 4Q15 | 4Q14 | 4Q15/4Q14 | 3Q15 | 4Q15/3Q15 |
| Number of transactions (in millions) | 18.9 | 16.8 | +12.6% | 17.9 | +5.7% |

- Revenues: +12.4% vs. 4Q14, due to the increase in assets under custody and the number of transactions
- Operating expenses: +12.1% vs. 4Q14, as a result of the good development of the business
- GOI: +14.3% vs. 4Q14
- Pre-tax income: -5.7% vs. 4Q14
 - Non operating items: one-off indemnity received in 4Q14 as a result of the restitution of rented premises



Corporate and Institutional Banking

Corporate Banking - 4Q15













| €m | 4Q15 | 4Q14 | 4Q15 / 4Q14 | 3Q15 | 4Q15/ 3Q15 | 2015 | 2014 | 2015 / 2014 |
|-------------------------------|--------------|------------|----------------|------------|---------------|--------------|--------------|----------------|
| Revenues | 1,025 | 965 | +6.2% | 832 | +23.2% | 3,736 | 3,533 | +5.7% |
| Operating Expenses and Dep. | -571 | -537 | +6.3% | -535 | +6.7% | -2,258 | -2,029 | +11.3% |
| Gross Operating Income | 454 | 428 | +6.1% | 297 | +52.9% | 1,478 | 1,504 | -1.7% |
| Cost of Risk | -69 | -26 | n.s. | -51 | +35.3% | -139 | -131 | +6.1% |
| Operating Income | 385 | 402 | -4.2% | 246 | +56.5% | 1,339 | 1,373 | -2.5% |
| Non Operating Items | -9 | 8 | n.s. | -2 | n.s. | 162 | 14 | n.s. |
| Pre-Tax Income | 376 | 410 | -8.3% | 244 | +54.1% | 1,501 | 1,387 | +8.2% |
| Cost/Income | 55.7% | 55.6% | +0.1 pt | 64.3% | -8.6 pt | 60.4% | 57.4% | +3.0 pt |
| Allocated Equity (€bn) | | | | | | 8.8 | 7.7 | +13.3% |

- Revenues: +6.2% vs. 4Q14
 - Good growth despite the reduction of business in Energy & Commodities (“E&C”), now largely completed, in Europe and in the Asia-Pacific region
 - Rise in Europe* and in the Americas, slowdown in growth in Asia-Pacific in a less favourable context
- Operating expenses: +6.3% vs. 4Q14
 - Impact of regulatory costs (IHC**, compliance, etc.)
 - -0.3% at constant scope and exchange rates and excluding the negative effect of a reallocation of certain costs as a result of the introduction of the new CIB organisation announced in early 2015 (-€10m)
- Pre-tax income: -8.3% vs. 4Q14
 - Reminder: cost of risk particularly low in 4Q14

* Europe, Middle East, Africa; ** Intermediate Holding Company



Corporate and Institutional Banking Transactions - 4Q15

| | | | |
|--|--|---|--|
|  | <p>Belgium/UK: Financial Advisor to AB InBev for its USD117bn planned acquisition of SABMiller Agent & Bookrunner of the USD75bn bridge financing, the largest syndicated loan on record Joint Bookrunner of the USD46bn bond issue, the 2nd largest syndicated bond sale on record globally <i>October 2015 & January 2016</i></p> |  | <p>France/Singapore: Financial Advisor to CMA CGM for the USD2.4bn equity value proposed acquisition of Neptune Orient Lines ("NOL") Bookrunner and Coordinator of the USD1.65bn acquisition financing <i>December 2015</i></p> |
|  | <p>France/USA: Financial Advisor to Air Liquide for its USD13.4bn planned acquisition of Airgas Co-Underwriter and Bookrunner of the USD12bn bridge financing <i>November 2015</i></p> |  | <p>India: IDBI Bank Limited USD350m 4.250% Green Bond due November 2020 Joint Bookrunner <i>November 2015</i></p> |
|  | <p>Germany: Brenntag USD500m bond with EUR warrants Joint Global Coordinator and Joint Bookrunner <i>November 2015</i></p> |  | <p>Singapore: United Overseas Bank USD8bn Global Covered Bond Programme Joint-Arranger <i>November 2015</i></p> |
|  | <p>Sweden: Ericsson Pan-European Cash Management mandate to serve 40 subsidiaries in 20 countries across Europe. <i>December 2015</i></p> |  | <p>UK: British Telecommunications plc Pan-European Cash Management mandate to serve 33 subsidiaries in 15 countries <i>December 2015</i></p> |
|  | <p>Supranational: European Investment Bank EUR500m index linked Climate Awareness Bond due May 2029, sold to 13 French institutional clients. <i>November 2015</i></p> |  | <p>China : Dongfeng Motor Group EUR500 mio1.600% Notes due 2018 This was the Company's first international debt issue Joint Global Coordinator / Joint Bookrunner / Joint Lead Manager <i>October 2015</i></p> |
|  | <p>North America / Japan: Manulife Manulife Japan mandated BNP Paribas to provide structuring solutions for new long term variable annuity products, tailor made for the needs of distributing local banks. BNP Paribas issued investment Certificates linked to custom market indices, ultimately supporting Manulife's expansion in Japan. <i>November 2015</i></p> |  | <p>USA: Roche Holdings, Inc. USD1bn 10-year Senior Unsecured Notes Bookrunner <i>November 2015</i></p> |

Corporate and Institutional Banking Rankings and Awards - 2015

● Global Markets: global franchises

- **#1 All Bonds in EUR, #1 Corporate Bonds in EUR, #1 Financial Bonds in EUR** , #9 All International Bonds All Currencies , #3 Covered Bonds All Currencies (*Thomson Reuters, FY 2015*)
- Currency Derivatives House of the Year and Equity Derivatives House of the Year (*Risk Awards January 2016*)

● Securities Services: recognised expertise

- **European Administrator of the Year** (*Funds Europe Awards Nov 2015*)
- Insurance custodian of the Year (*Custody Risk European Awards Nov 2015*)
- Fund of Fund Administrator of the Year (*Custody Risk European Awards Nov 2015*)

● Corporate Banking: confirmed leadership in all the businesses

- **#1 Bookrunner for all EMEA Syndicated Loans and for Leveraged Loan**, #1 for European Project Finance loans and #3 for Global Export Finance (*Dealogic 2015*)
- **#1 EMEA Equity-Linked Bookrunner**, #10 EMEA ECM Bookrunner , and #8 M&A for Announced deals in Europe (*Dealogic 2015*)
- Global Project Finance Adviser of the Year 2015 (*PFI Awards 2015*)
- Best Bank Europe for Cash & Liquidity Management (*TMI Awards 2015 for Innovation & Excellence*)
- Best Liquidity Management Strategy for Heineken (Asia Pacific) (*Corporate Treasurer, Jan 2016*)



Corporate Centre - 4Q15

| €m | 4Q15 | 4Q14 | 3Q15 | 2015 | 2014 |
|---|---------------|-------------|-------------|---------------|---------------|
| Revenues | 68 | 244 | 89 | 567 | 332 |
| Operating Expenses and Dep. | -395 | -385 | -318 | -1,636 | -1,262 |
| <i>Incl. Restructuring and Transformation Costs</i> | -286 | -254 | -160 | -793 | -757 |
| Gross Operating income | -327 | -141 | -229 | -1,069 | -930 |
| Cost of Risk | -24 | -38 | -5 | -51 | -48 |
| Costs related to the comprehensive settlement with US authorities | -100 | -50 | 0 | -100 | -6,000 |
| Operating Income | -451 | -229 | -234 | -1,220 | -6,978 |
| Share of Earnings of Equity-Method Entities | 9 | -27 | 18 | 60 | 14 |
| Other non operating items | -622 | -263 | 11 | -125 | -210 |
| Pre-Tax Income | -1,064 | -519 | -205 | -1,285 | -7,174 |

- Revenues
 - Own Credit Adjustment (OCA)* and own credit risk included in derivatives (DVA)*: +€160m (-€11m in 4Q14)
 - Reminder: very good contribution of BNP Paribas Principal Investments in 4Q14
- Operating expenses
 - Simple & Efficient transformation costs: -€232m (-€229m in 4Q14)
 - Restructuring costs following the acquisitions made in 2014 (LaSer, Bank BGZ, DAB Bank) and in 2015 (GE LLD): -€54m (-€25m in 4Q14)
- Costs related to the comprehensive settlement with the U.S. authorities
 - Additional exceptional provision of €100m in connection with the remediation plan to industrialise processes
- Other non operating items
 - Sale of the stake in Klépierre-Corio: +€352m
 - Goodwill impairments: -€993m (-€297m in 4Q14) of which -€917m on BNL bc (full depreciation of the goodwill)

* Fair value takes into account any change in value attributable to issuer risk relating to the BNP Paribas Group. It is the replacement value of instruments, calculated by discounting the expected liabilities' profile, stemming from derivatives or securities issued by the Bank, using a discount rate corresponding to that of a similar instrument that could be issued by the BNP Paribas Group at the closing date

Corporate Centre - 2015

● Revenues

- Own Credit Adjustment (OCA)* and own credit risk included in derivatives (DVA)*: +€314m (-€459m en 2014)
- Good contribution of BNP Paribas Principal Investments
- 2014 reminder: net capital gains from exceptional equity investment sales (+€301m)

● Operating expenses

- Simple & Efficient transformation costs: -€622m (-€717m in 2014)
- Restructuring costs (LaSer, Bank BGZ, DAB Bank and GE LLD): -€171m (-€40m in 2014)
- First contribution to the Single Resolution Fund (net of the reduction of the French systemic tax): -€181m

● Other non operating items

- Sale of the stake in Klépierre-Corio: +€716m
- Dilution capital gain due to the merger between Klépierre and Corio: +€123m
- Capital gain from the sale of a non-core investment: +€20m (€74m in CIB-Corporate Banking)
- Goodwill impairments: -€993m (-€297m in 2014), of which -€917m regarding BNL bc (-€297m in 2014)

* Fair value takes into account any change in value attributable to issuer risk relating to the BNP Paribas Group. It is the replacement value of instruments, calculated by discounting the expected liabilities' profile, stemming from derivatives or securities issued by the Bank, using a discount rate corresponding to that of a similar instrument that could be issued by the BNP Paribas Group at the closing date



Group Results

Division Results

Evolution of Regulatory Ratios

4Q15 Detailed Results

Appendix



Number of Shares, Earnings and Book Value per Share

> Number of Shares and Book Value per Share

| <i>in millions</i> | 31-Dec-15 | 31-Dec-14* |
|---|-----------|------------|
| Number of Shares (end of period) | 1,246 | 1,246 |
| Number of Shares excluding Treasury Shares (end of period) | 1,245 | 1,243 |
| Average number of Shares outstanding excluding Treasury Shares | 1,243 | 1,242 |
| Book value per share (a) | 70.9 | 66.6 |
| of which net assets non revaluated per share (a) | 65.5 | 61.7 |

(a) Excluding undated super subordinated notes

> Earning per Share

| <i>in euros</i> | 2015 | 2014* | |
|-------------------------------------|------|-------|----------|
| Net Earnings Per Share (EPS) | 5.14 | -0.07 | 4.70 (a) |

(a) Calculated with a result where the costs relative to the comprehensive settlement with U.S. authorities have been restated

> Equity

| <i>€bn</i> | 31-Dec-15 | 31-Dec-14 | |
|---|-----------|-----------|----------|
| Shareholders' equity Group share, not revaluated (a) | 78.7 | 74.8 | |
| Valuation Reserve | 6.7 | 6.1 | |
| Return on Equity | 8.3% | -0.1% | 7.7% (b) |
| Return on Tangible Equity | 10.1% | -0.1% | 9.3% (b) |
| Total Capital Ratio | 13.6% (c) | 12.6% (c) | |
| Common equity Tier 1 ratio | 11.0% (c) | 10.5% (c) | |

(a) Excluding undated super subordinated notes and after estimated distribution.

(b) Restated from costs relative to the comprehensive settlement with U.S. authorities.

(c) Basel 3 (CRD4), taking into consideration CRR transitory provisions (but with full deduction of goodwill), on risk-weighted assets of €614 bn as at 31.12.14 and of €630 bn as at 31.12.15. Subject to the provisions of article 26.2 of (EU) regulation n° 575/2013. As at 31.12.15, the capital surplus of the financial conglomerate was estimated at €35bn.

(d) CRD4 as at 2019 calculated according to the delegated act of the European Commission dated 10.10.2014 and calculated on total Tier1 capital (including, as at 31.12.14 the forthcoming replacement of Tier 1 instruments that have become ineligible with equivalent eligible instruments) and using value date for securities transactions.

* Figures restated following application of IFRIC 21 interpretation



A Solid Financial Structure

> Doubtful loans/gross outstandings

| | 31-Dec-15 | 31-Dec-14* |
|---|-----------|------------|
| Doubtful loans (a) / Loans (b) | 4.0% | 4.2% |
| (a) Doubtful loans to customers and credit institutions excluding repos, netted of guarantees | | |
| (b) Gross outstanding loans to customers and credit institutions excluding repos | | |

> Coverage ratio

| €bn | 31-Dec-15 | 31-Dec-14* |
|---|-----------|------------|
| Doubtful loans (a) | 30.7 | 31.5 |
| Allowance for loan losses (b) | 26.9 | 27.2 |
| Coverage ratio | 88% | 87% |
| (a) Gross doubtful loans, balance sheet and off-balance sheet, netted of guarantees and collaterals | | |
| (b) Specific and on a portfolio basis | | |

> Immediately available liquidity reserve

| €bn | 31-Dec-15 | 31-Dec-14 |
|---|-----------|-----------|
| Immediately available liquidity reserve (a) | 266 | 260 |
| (a) Liquid market assets or eligible to central banks (counterbalancing capacity) taking into account prudential standards, notably US standards, minus intraday payment systems needs. | | |

* Figures restated following application of IFRIC 21 interpretation



Common Equity Tier 1 Ratio

> Basel 3 fully loaded common equity Tier 1 ratio* (Accounting capital to prudential capital reconciliation)

| €bn | 31-Dec-15 | 30-Sep-15 | 31-Dec-14 |
|--|--------------|--------------|--------------|
| Consolidated Equity | 100.1 | 98.9 | 93.6 |
| Undated super subordinated notes | -7.9 | -7.8 | -6.6 |
| Project of dividend distribution | -2.9** | -2.6 | -1.9 |
| Regulatory adjustments on equity*** | -2.8 | -2.8 | -2.8 |
| Regulatory adjustments on minority interests | -2.1 | -2.7 | -2.8 |
| Goodwill and intangible assets | -13.5 | -14.0 | -13.8 |
| Deferred tax assets related to tax loss carry forwards | -1.0 | -1.1 | -1.2 |
| Other regulatory adjustments | -1.0 | -1.0 | -0.8 |
| Common Equity Tier One capital | 68.9 | 66.9 | 63.7 |
| Risk-weighted assets | 634 | 627 | 620 |
| Common Equity Tier 1 Ratio | 10.9% | 10.7% | 10.3% |

* CRD4, taking into account all the rules of the CRD4 with no transitory provisions. Subject to the provisions of article 26.2 of (EU) regulation n°575/2013;
** Subject to the approval of AGM on 26 May 2016; *** Including Prudent Valuation Adjustment



Wholesale Medium/Long-Term Funding

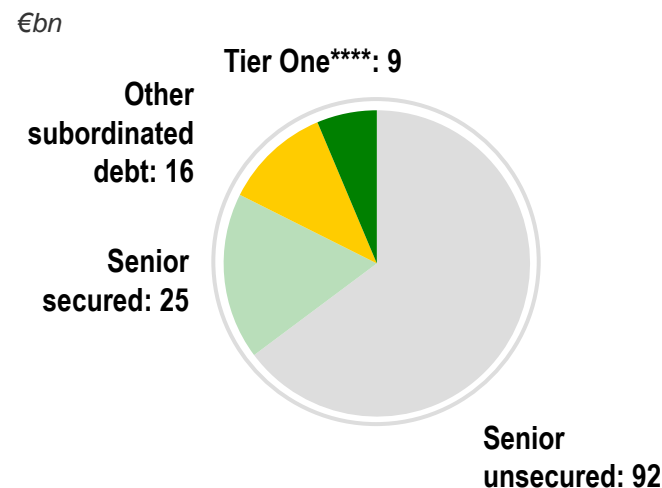
- 2015 MLT funding programme completed: €24.1bn
 - Senior debt : €19bn issued (average maturity of 4.3 years, mid-swap +24 bp)
 - Additional Tier 1: €2.1bn issued (mid-swap + 497 bp)
 - Tier 2: €3.1bn issued (average maturity of 9.4 years, mid-swap +165 bp)
 - Reminder: €14bn TLTRO taken at the end of December 2014

- 2016 MLT funding programme: €25bn
 - Of which Additional Tier 1: €1 to €2bn*
 - Of which Tier 2: €2 to €3bn*
 - Of which TLAC eligible senior debt: ~€10bn*

- Public issuances already made under the 2016 programme**:

 - Tier 2: €750m issued on 19.11.2015, 10 years, mid-swap +195 bp
 - Senior debt: €1.25bn issued on 08.01.2016, 8 years, mid-swap +67 bp
 - Covered Bond: €750m issued on 22.01.2016, 5.5 years, mid-swap +6 bp

➤ Wholesale MLT funding structure breakdown as at 31.12.15: €142bn***



* Depending on opportunities and market conditions; ** As at 28 January 2016; *** Excluding TLTRO; **** Debt qualified prudentially as Tier 1 booked as subordinated debt or as equity



Buffers to Maximum Distributable Amount Restrictions

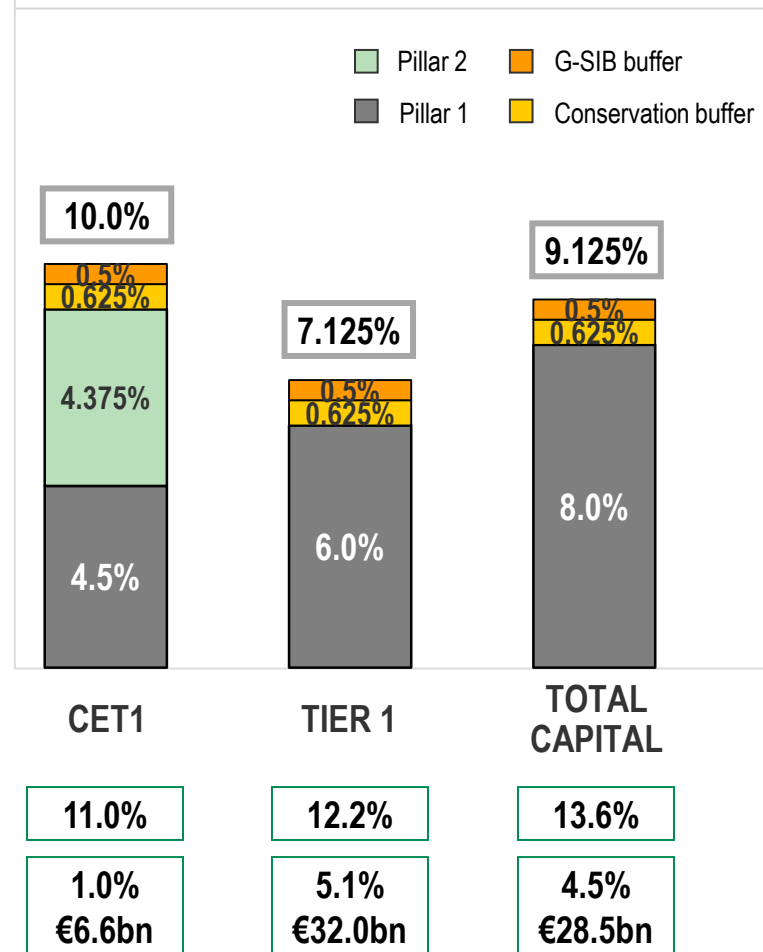
- Reminder: Pillar 2 limited to the CET1 ratio
 - Pillar 2 not applicable to Tier 1 and Total Capital* ratio requirements
- 2016 CET1 requirement: 10.0%
- 2016 Tier 1 requirement: 7.125%
- 2016 Total Capital requirement: 9.125%
- Buffers as at 01.01.16 to Maximum Distributable Amount (MDA**) restrictions
 - CET1: 1.0% or €6.6bn***
 - Tier1: 5.1% or €32.0bn***
 - Total Capital: 4.5% or €28.5bn***

➔ Management buffer largely above regulatory requirements

BNP Paribas phased-in ratios as at 01.01.2016

Buffers as at 01.01.2016 to MDA** restrictions

➤ Capital requirements as at 01.01.2016



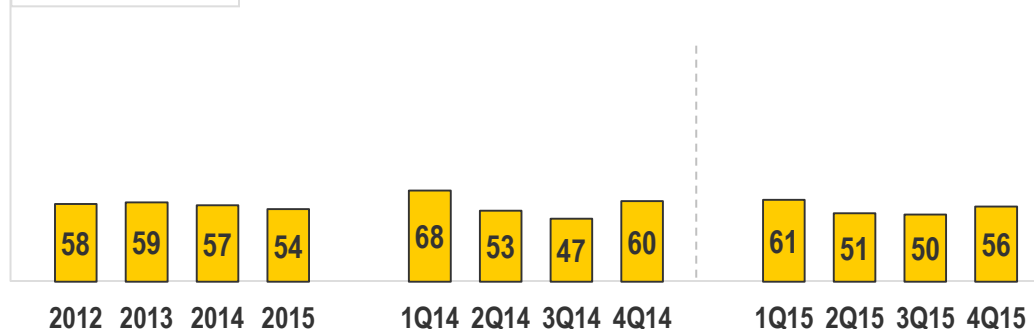
* Confirmed by the ECB as part of the 2015 SREP; ** As defined in Art. 141 of CRD4; *** Calculated based on €630bn of risk-weighted assets (phased-in)



Variation in the Cost of Risk by Business Unit (1/3)

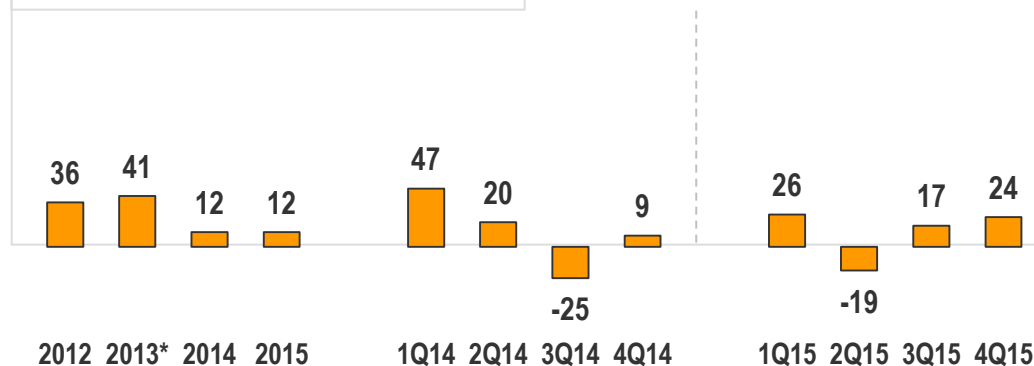
Net provisions/Customer loans (in annualised bp)

> Group



- Cost of risk: €968m
 - +€86m vs. 3Q15
 - -€44m vs. 4Q14
- Cost of risk still at a moderate level
- Reminder: cost of risk particularly low at BRB in 3Q15

> CIB - Corporate Banking



- Cost of risk: €69m
 - +€18m vs. 3Q15
 - +€43m vs. 4Q14
- Cost of risk still low

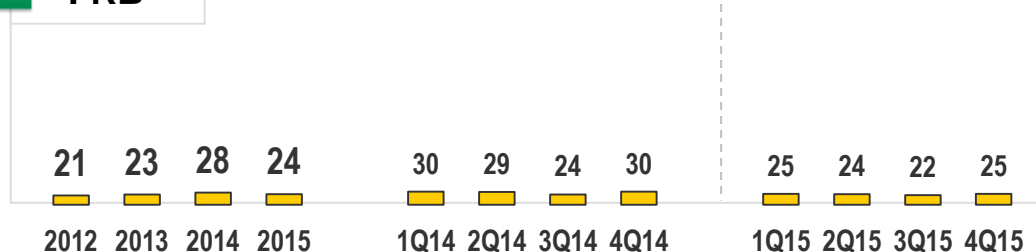
* Restated



Variation in the Cost of Risk by Business Unit (2/3)

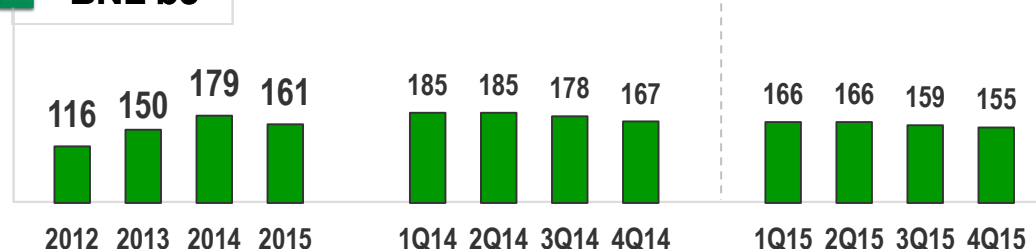
Net provisions/Customer loans (in annualised bp)

> FRB



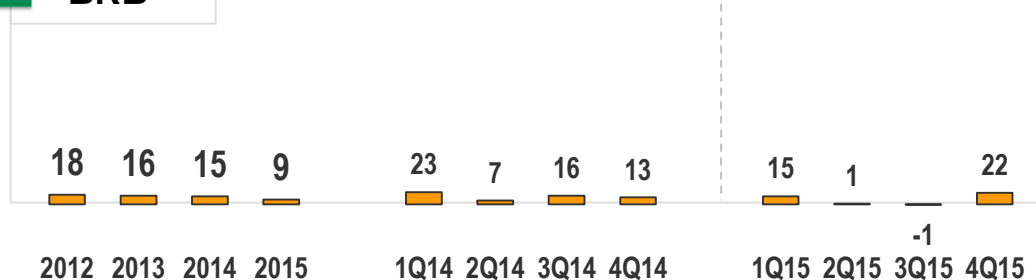
- Cost of risk: €88m
 - +€9m vs. 3Q15
 - -€18m vs. 4Q14
- Cost of risk still low

> BNL bc



- Cost of risk: €300m
 - -€9m vs. 3Q15
 - -€22m vs. 4Q14
- Decline in the cost of risk
- Significant decrease in doubtful loan inflows

> BRB

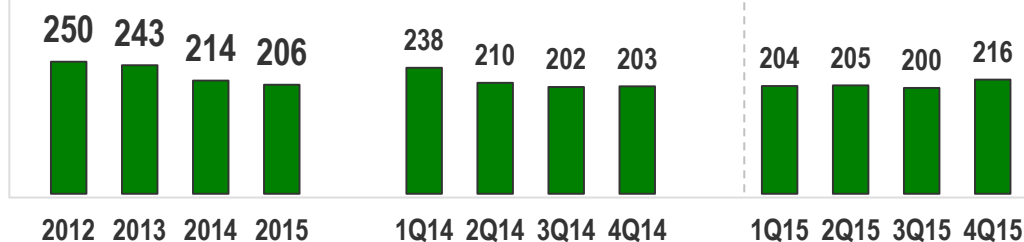


- Cost of risk: €52m
 - +€54m vs. 3Q15
 - +€24m vs. 4Q14
- Cost of risk still low
- Reminder: provisions offset by write-backs in 3Q15

Variation in the Cost of Risk by Business Unit (3/3)

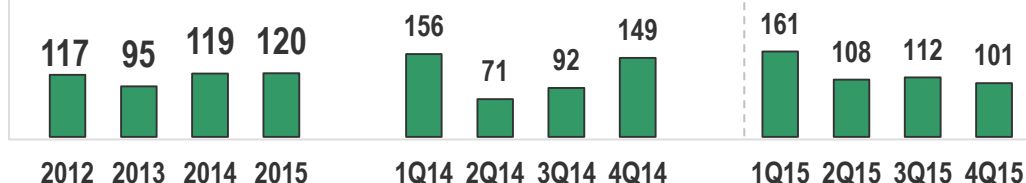
Net provisions/Customer loans (in annualised bp)

> Personal Finance



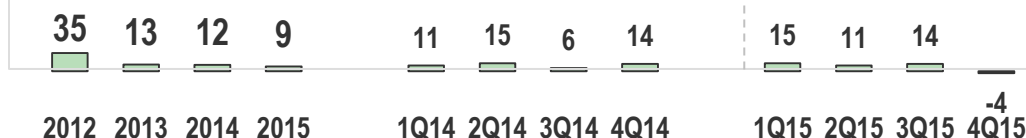
- Cost of risk: €309m
 - +€22m vs. 3Q15
 - +€17m vs. 4Q14
- Rise in the cost of risk this quarter

> Europe-Mediterranean



- Cost of risk: €96m
 - -€15m vs. 3Q15
 - -€40m vs. 4Q14
- Moderate cost of risk

> BancWest



- Cost of risk: -€5m
 - -€25m vs. 3Q15
 - -€22m vs. 4Q14
- Provisions more than offset by write-backs this quarter



Cost of Risk on Outstandings (1/2)

> Cost of risk *Net provisions/Customer loans (in annualised bp)*

| | 2012 | 2013 | 1Q14 | 2Q14 | 3Q14 | 4Q14 | 2014 | 1Q15 | 2Q15 | 3Q15 | 4Q15 | 2015 |
|---|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|
| Domestic Markets* | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 348.9 | 340.5 | 336.1 | 334.8 | 336.2 | 333.7 | 335.2 | 338.4 | 338.3 | 341.5 | 338.4 | 339.2 |
| Cost of risk (€m) | 1,573 | 1,848 | 569 | 506 | 493 | 506 | 2,074 | 490 | 432 | 420 | 470 | 1,812 |
| Cost of risk (in annualised bp) | 45 | 54 | 68 | 60 | 59 | 61 | 62 | 58 | 51 | 49 | 56 | 53 |
| FRB* | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 151.1 | 147.1 | 143.5 | 143.0 | 144.3 | 142.7 | 143.4 | 145.3 | 144.9 | 145.9 | 142.0 | 144.5 |
| Cost of risk (€m) | 315 | 343 | 108 | 103 | 85 | 106 | 402 | 89 | 87 | 79 | 88 | 343 |
| Cost of risk (in annualised bp) | 21 | 23 | 30 | 29 | 24 | 30 | 28 | 25 | 24 | 22 | 25 | 24 |
| BNL bc* | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 82.7 | 80.1 | 78.6 | 78.5 | 78.2 | 77.2 | 78.1 | 77.5 | 76.8 | 77.6 | 77.6 | 77.4 |
| Cost of risk (€m) | 961 | 1,205 | 364 | 364 | 348 | 322 | 1,398 | 321 | 318 | 309 | 300 | 1,248 |
| Cost of risk (in annualised bp) | 116 | 150 | 185 | 185 | 178 | 167 | 179 | 166 | 166 | 159 | 155 | 161 |
| BRB* | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 85.4 | 87.7 | 88.7 | 87.9 | 88.4 | 88.6 | 88.4 | 90.1 | 90.8 | 92.0 | 93.0 | 91.5 |
| Cost of risk (€m) | 157 | 142 | 52 | 15 | 36 | 28 | 131 | 33 | 2 | -2 | 52 | 85 |
| Cost of risk (in annualised bp) | 18 | 16 | 23 | 7 | 16 | 13 | 15 | 15 | 1 | -1 | 22 | 9 |

*With Private Banking at 100%

Cost of Risk on Outstandings (2/2)

> Cost of risk *Net provisions/Customer loans (in annualised bp)*

| | 2012 | 2013 | 1Q14 | 2Q14 | 3Q14 | 4Q14 | 2014 | 1Q15 | 2Q15 | 3Q15 | 4Q15 | 2015 |
|---|-------|-------|-------|-------|--------|-------|-------|-------|-------|-------|-------|-------|
| BancWest* | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 41.0 | 41.8 | 41.5 | 42.0 | 42.8 | 47.1 | 43.3 | 50.5 | 57.1 | 55.7 | 56.8 | 55.0 |
| Cost of risk (€m) | 145 | 54 | 11 | 16 | 6 | 17 | 50 | 19 | 16 | 20 | -5 | 50 |
| Cost of risk (in annualised bp) | 35 | 13 | 11 | 15 | 6 | 14 | 12 | 15 | 11 | 14 | -4 | 9 |
| Europe-Mediterranean* | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 24.7 | 28.5 | 27.3 | 27.7 | 28.6 | 36.5 | 30.0 | 37.6 | 40.0 | 39.6 | 38.0 | 38.8 |
| Cost of risk (€m) | 290 | 272 | 106 | 49 | 66 | 136 | 357 | 151 | 108 | 111 | 96 | 466 |
| Cost of risk (in annualised bp) | 117 | 95 | 156 | 71 | 92 | 149 | 119 | 161 | 108 | 112 | 101 | 120 |
| Personal Finance | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 45.8 | 45.2 | 46.8 | 47.4 | 47.3 | 57.4 | 51.3 | 56.9 | 56.5 | 57.4 | 57.1 | 57.0 |
| Cost of risk (€m) | 1,147 | 1,098 | 278 | 249 | 239 | 292 | 1,095 | 291 | 289 | 287 | 309 | 1,176 |
| Cost of risk (in annualised bp) | 250 | 243 | 238 | 210 | 202*** | 203 | 214 | 204 | 205 | 200 | 216 | 206 |
| CIB - Corporate Banking | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 121.2 | 106.0 | 103.0 | 100.2 | 107.5 | 110.3 | 105.3 | 113.6 | 118.8 | 118.7 | 114.9 | 116.5 |
| Cost of risk (€m) | 432 | 437 | 122 | 51 | -68 | 26 | 131 | 74 | -55 | 51 | 69 | 139 |
| Cost of risk (in annualised bp) | 36 | 41 | 47 | 20 | -25 | 9 | 12 | 26 | -19 | 17 | 24 | 12 |
| Group** | | | | | | | | | | | | |
| Loan outstandings as of the beg. of the quarter (€bn) | 679.9 | 644.5 | 636.1 | 640.4 | 643.2 | 669.2 | 647.2 | 682.0 | 709.9 | 710.9 | 692.7 | 698.9 |
| Cost of risk (€m) | 3,941 | 3,801 | 1,084 | 855 | 754 | 1,012 | 3,705 | 1,044 | 903 | 882 | 968 | 3,797 |
| Cost of risk (in annualised bp) | 58 | 59 | 68 | 53 | 47 | 60 | 57 | 61 | 51 | 50 | 56 | 54 |

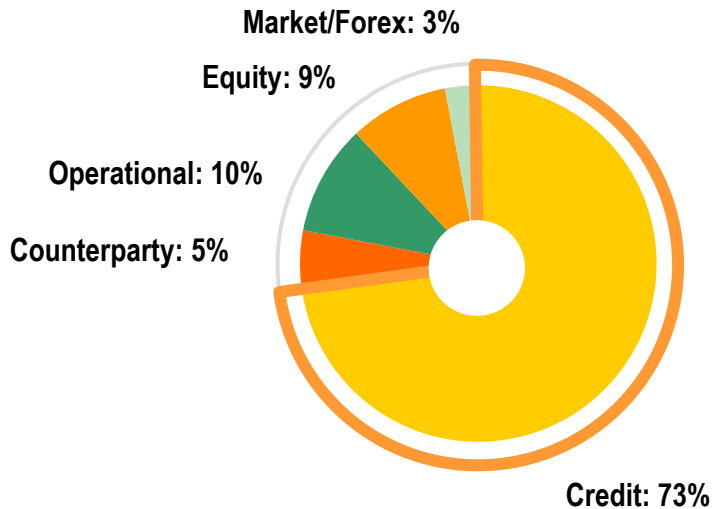
* With Private Banking at 100%; ** Including cost of risk of market activities, Investment Solutions (until end 2014), International Financial Services and Corporate Centre;

*** Excluding LaSer

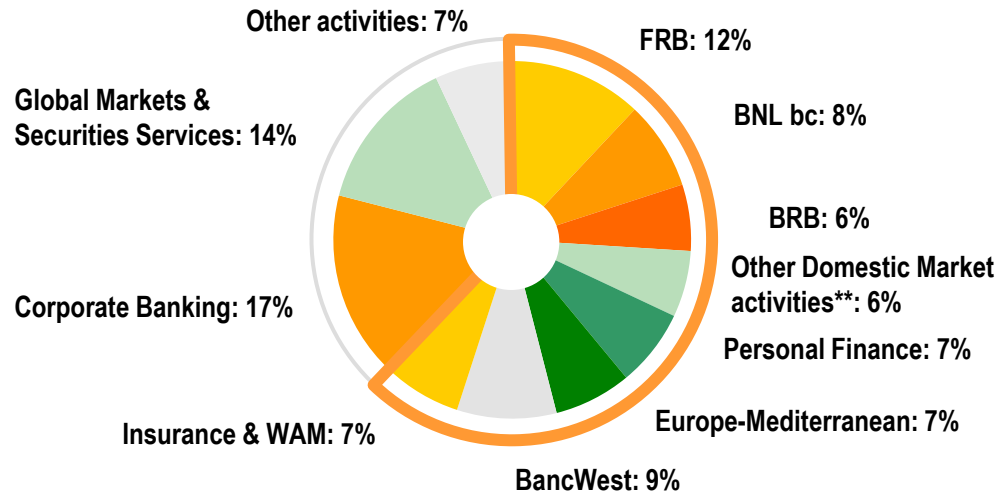
Basel 3* Risk-Weighted Assets

- Basel 3* risk-weighted assets: €634bn (€620bn as at 31.12.14)
 - Increase in risk-weighted assets mainly due to foreign exchange effect. ~stable excluding this effect

➤ **Basel 3* risk-weighted assets by type of risk as at 31.12.2015**



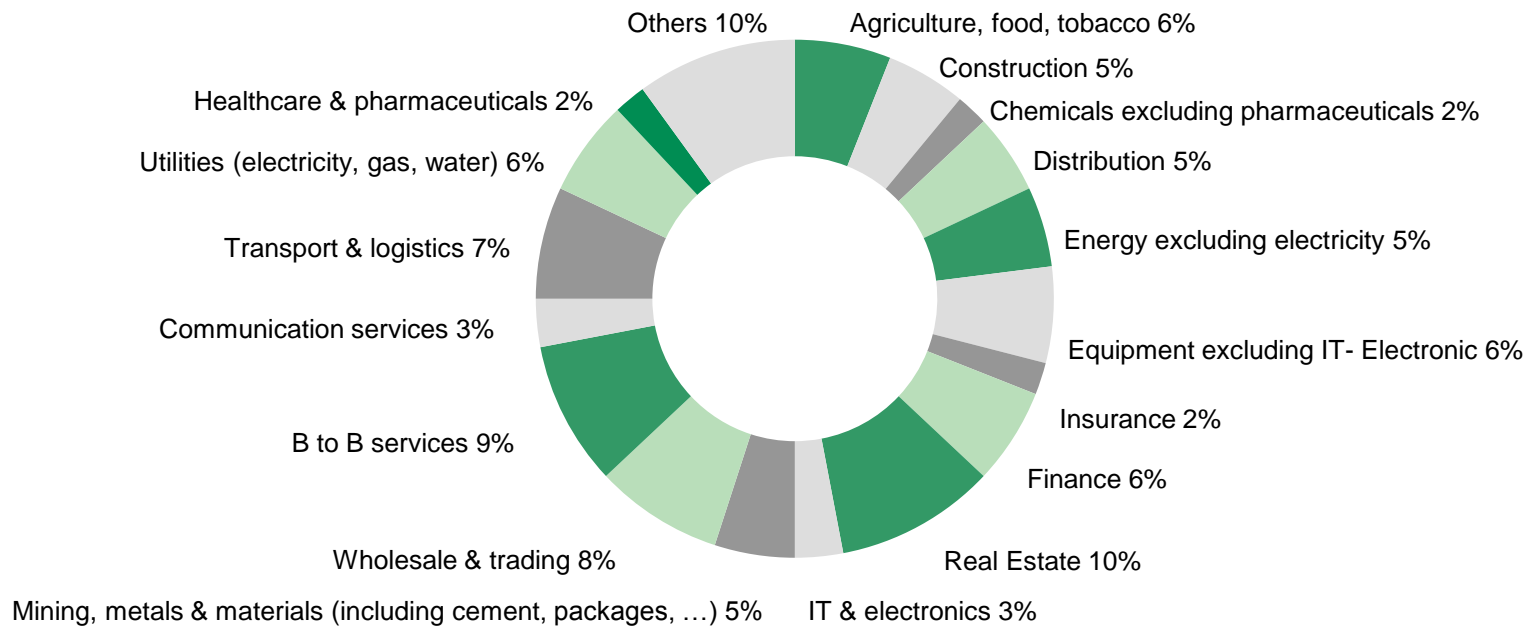
➤ **Basel 3* risk-weighted assets by business as at 31.12.2015**



➤ **Retail Banking and Services: 62%**

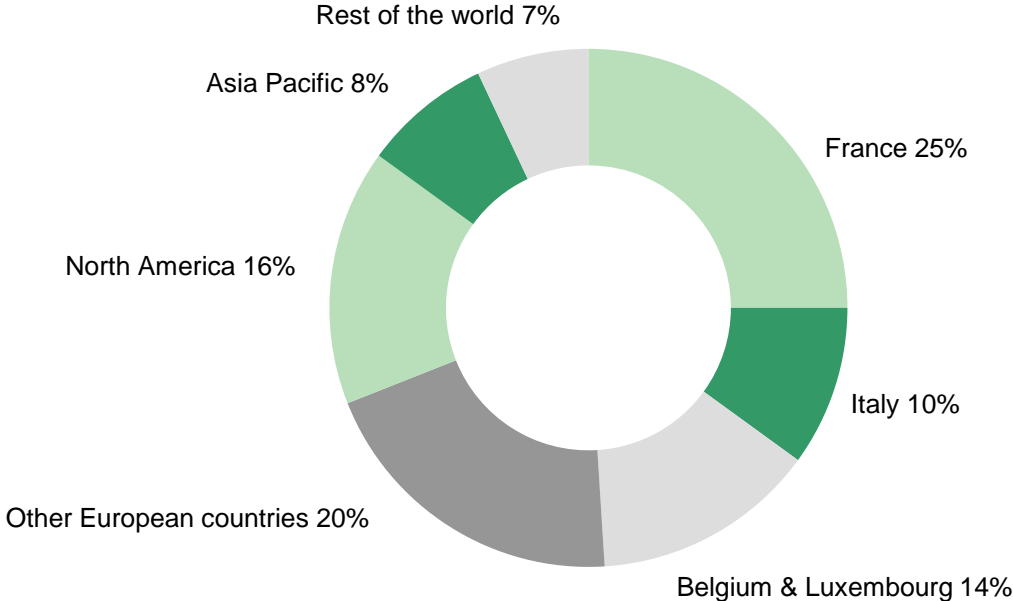
* CRD4; ** Including Luxembourg

Breakdown of Commitments by Industry (Corporate Asset Class)



**Total gross commitments on and off-balance sheet, unweighted
(corporate asset class) = €601bn as at 31.12.2015**

Breakdown of Commitments by Region



Total gross commitments on and off balance sheet, unweighted = €1,399bn as at 31.12.2015

Specific Review of Industries Affected by Oil and Commodities Prices

- Review of industries affected by the decrease of oil and commodities prices

- Exposure to Oil & Gas and Metals & Mining: respectively 2.45% and 0.98% of the Group's gross commitments on and off-balance sheet
- Strong reduction of the Energy & Commodities business since 2013
- Positive impact of the decrease of prices on a large number of industries: transport, chemicals, food & beverage, automotive

- Oil & Gas: €25.6bn net exposure*

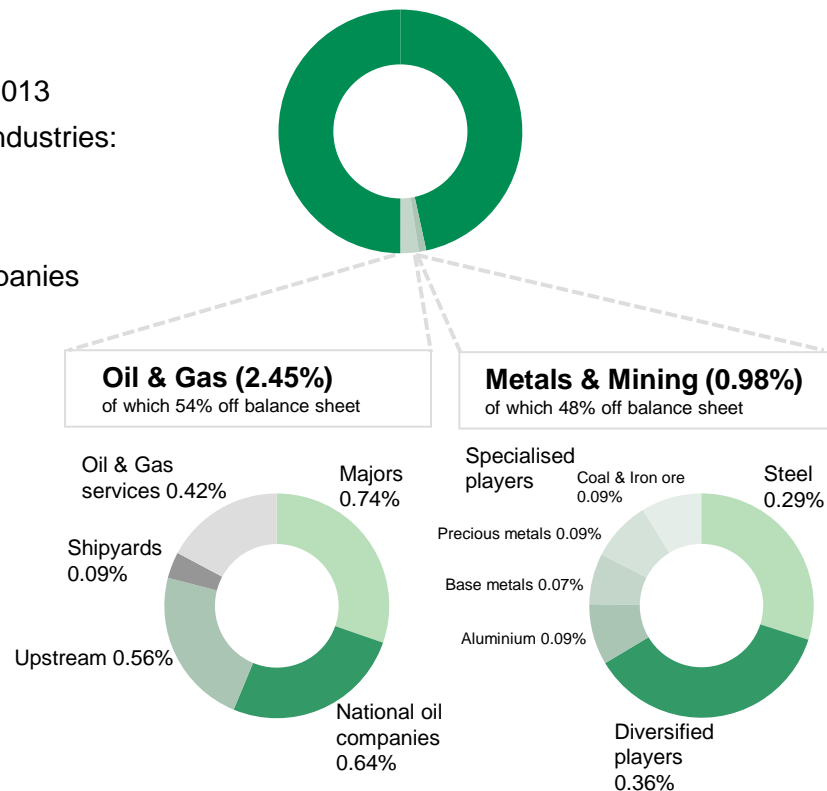
- Close to 60% of gross exposure on Majors and national oil companies
- 75% of investment grade** exposure
- Good coverage with collaterals for non investment grade** exposure
- Short average maturity: less than 2 years
- Only 1% of doubtful exposure
- Reminder: sale of the Reserve Based Lending business in the US in 2012

- Metals & Mining: €8.4bn net exposure*

- 60% of investment grade** exposure
- Short average maturity: less than 2 years
- Diversified portfolio with different sectorial dynamics
- Only 3% of doubtful exposure

Total gross commitments of the Group

Total gross commitments on and off balance sheet, unweighted of €1,399bn as at 31.12.2015



Well-diversified quality portfolios

* Net of guarantees and provisions; ** External rating or BNP Paribas' equivalent rating

AMENDMENTS TO IMPORTANT INFORMATION RELATING TO NON-EXEMPT OFFERS OF SECURITIES

In relation to the amendments to the "Important Information Relating to Non-exempt Offers of Securities" set out in this section, text which, by virtue of this Sixth Supplement, is added to this section is shown underlined.

- (a) Sub-paragraph (ii) under "*Common Conditions to Consent*" on page 14 of the Base Prospectus is amended as follows:
- (ii) only extends to the use of this Base Prospectus to make Non-exempt Offers of the relevant Tranche of Securities in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom as specified in the applicable Final Terms.
- (b) The last paragraph under "*Common Conditions to Consent*" on page 14 of the Base Prospectus is amended as follows:

The only relevant Member States which may, in respect of any Tranche of Securities, be specified in the applicable Final Terms (if any relevant Member States are so specified) as indicated in (ii) above, will be Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom, and accordingly each Tranche of Securities may only be offered to Investors as part of a Non-exempt Offer in Austria, Belgium, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the Czech Republic and the United Kingdom, as specified in the applicable Final Terms, or otherwise in circumstances in which no obligation arises for BNPP B.V., BNPP, BP2F or BGL to publish or supplement a prospectus for such offer.

**PROGRAMME SUMMARY IN RELATION TO THIS BASE PROSPECTUS AND THE PRO
FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THIS BASE
PROSPECTUS**

1. The "Programme Summary in relation to this Base Prospectus" on pages 17 to 67 of the Base Prospectus is amended as follows:

(a) In Element B.2, the first paragraph in respect of BNPP B.V. is deleted in its entirety and replaced with the following:

"BNPP B.V. was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands;"

(b) In Element B.4b, the paragraphs under the heading "*In respect of BNPP:*" and immediately above the heading entitled "*In respect of BP2F:*" is deleted in its entirety and replaced with the following:

| | | |
|-------------|-------------------|--|
| B.4b | Trend information | <p><i>Macroeconomic environment</i></p> <p>Macroeconomic and market conditions affect BNPP’s results. The nature of BNPP’s business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the</p> |
|-------------|-------------------|--|

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

| | | |
|--|--|--|
| | | <p>stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.</p> <p>Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.</p> <p><i>Systemic risks related to economic conditions and market liquidity</i></p> <p>The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.</p> <p>Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.</p> <p><i>Laws and regulations applicable to financial institutions</i></p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:</p> <ul style="list-style-type: none"> - the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate “speculative” proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe; - regulations governing capital: CRD IV/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution |
|--|--|--|

| | | |
|--|--|---|
| | | <p>Mechanism establishing the Single Resolution Council and the Single Resolution Fund;</p> <ul style="list-style-type: none"> - the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries; - the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions; - the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies. <p>Cyber risk</p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p> |
|--|--|---|

(c) In Element B.4b, the paragraphs under the heading "*In respect of BP2F:*" and immediately above the heading entitled "*In respect of BGL:*" is deleted in its entirety and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BP2F's results. The nature of BP2F's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery

of global economic activity² but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

BP2F is dependent upon BNPPF. BP2F is 99.995% owned by BNPPF and is specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, set up and sold to investors via intermediaries, including BNPPF. BP2F enters into hedging transactions with BNPPF and with other entities of the BNP Paribas Group. As a consequence, the Trend Information with respect to BNPPF shall also apply to BP2F. BP2F may also enter into hedging transactions with third parties not belonging to the BNP Paribas Group."

- (d) Element B.9 is deleted in its entirety and replaced with the following:

| | | |
|------------|-----------------------------|--|
| B.9 | Profit forecast or estimate | The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015. |
|------------|-----------------------------|--|

- (e) In Element B.12, the table under the heading "**In relation to BNPP:**" and immediately above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and replaced with the following:

| Comparative Annual Financial Data – In millions of EUR | | |
|---|-------------------------------|--------------------|
| | 31/12/2015 (unaudited) | 31/12/2014* |
| Revenues | 42,938 | 39,168 |
| Cost of risk | (3,797) | (3,705) |
| Net income, Group share | 6,694 | 157 |
| | 31/12/2015 | 31/12/2014* |
| Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4) | 10.9% | 10.3% |
| | 31/12/2015 (unaudited) | 31/12/2014* |
| Total consolidated balance sheet | 1,994,193 | 2,077,758 |
| Consolidated loans and receivables due from customers | 682,497 | 657,403 |
| Consolidated items due to customers | 700,309 | 641,549 |
| Shareholders' equity (Group share) | 96,269 | 89,458 |
| <i>* Restated according to the IFRIC 21 interpretation.</i> | | |

- (f) Element B.13 is deleted in its entirety and replaced with the following:

² See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

| | | |
|-------------|--|---|
| B.13 | Events impacting the Issuer's solvency | Not applicable, as at 10 September 2015 (in the case of BNPP B.V. and BP2F), 8 October 2015 (in the case of BGL) and 29 February 2016 (in the case of BNPP) and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 30 June 2015. |
|-------------|--|---|

(g) In Element B.17, the second paragraph is deleted and replaced with the following:

"BNPP's long-term credit ratings are A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS), A1 with a stable outlook (Moody's Investors Service Ltd.), A+ with a stable outlook (Fitch France S.A.S.) and AA (low) with a stable outlook (DBRS Limited) and BNPP's short-term credit ratings are A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) and R-1 (middle) (DBRS Limited)."

(h) Element B.19/B.4b is deleted in its entirety and replaced with the following:

| | | |
|-----------------------|-------------------|---|
| B.19/ B.4b | Trend information | <p><i>Macroeconomic environment.</i></p> <p>Macroeconomic and market conditions affect BNPPF's results. The nature of BNPPF's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.</p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group (including BNPP) and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial</p> |
|-----------------------|-------------------|---|

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and Regulations Applicable to Financial Institutions.

Laws and regulations applicable to financial institutions that have an impact on BNPPF have significantly evolved in the wake of the global financial crisis. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNP Paribas Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products, increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.

The measures that were recently adopted, or in some cases proposed and still under discussion, that have or are likely to affect BNPPF, include in particular the EU Directive and Regulation on prudential requirements "CRD IV" dated 26 June 2013 and many of whose provisions have been applicable since 1 January 2014; the proposals of technical regulatory and execution rules relating to the Directive and Regulation CRD IV published by the EBA; the Belgian Banking Law dated 25 April 2014 replacing the previous law of 1993 and

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| | | <p>introducing important changes; the Belgian Royal Decree dated 22 February 2015 determining the entry into force of the Belgian Banking Law provisions relating to resolution (including the establishment of a Belgian Resolution Authority) and creating two preferential rights on the bank's movables; the Belgian Royal Decree dated 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures; the public consultation for the reform of the structure of the EU banking sector of 2013 and the European Commission's proposed regulation on structural measures designed to improve the strength of EU credit institutions of 29 January 2014; the proposal for a regulation on indices used as benchmarks in financial instruments and financial contracts; the European Single Supervisory Mechanism; the European Single Resolution Mechanism dated 15 July 2014 and the European Directive on Bank Recovery and Resolution dated 15 May 2014; the European Directive on Revised Deposit Guarantee Schemes dated 16 April 2014; the final rule for the regulation of foreign banks imposing certain liquidity, capital and other prudential requirements adopted by the U.S. Federal Reserve; the proposal of the U.S. Federal Reserve relating to liquidity ratios of large banks; and the "Volcker" Rule imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities (of U.S. banks and to some extent non-U.S. banks) that was recently adopted by the U.S. regulatory authorities. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPPF in particular.</p> |
|--|--|--|

(i) Element B.19/B.9 is deleted in its entirety and replaced with the following:

| | | |
|-----------------|-----------------------------|--|
| B.19/B.9 | Profit forecast or estimate | The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015. |
|-----------------|-----------------------------|--|

(j) In Element C.5, the paragraph is deleted and replaced with the following:

"The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold."

(k) In Element D.2, the paragraphs relating to BNPP are deleted and replaced with the following:

| | | |
|------------|--|-------------------------------|
| D.2 | Key risks regarding the Issuers and the Guarantors | <i>Issuers</i> BNPP |
|------------|--|-------------------------------|

| | | |
|--|--|--|
| | | <p>There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Programme and, if applicable, the Guarantor's obligations under the Guarantees.</p> <p>Eleven main categories of risk are inherent in BNPP's activities:</p> <ul style="list-style-type: none"> (a) Credit Risk; (b) Counterparty Credit Risk; (c) Securitisation; (d) Market Risk; (e) Operational Risk; (f) Compliance and Reputation Risk; (g) Concentration Risk; (h) Banking Book Interest Rate Risk; (i) Strategic and Business Risks; (j) Liquidity Risk; and (k) Insurance subscription Risk. <p>Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.</p> <p>Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances.</p> <p>BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors.</p> <p>Significant interest rate changes could adversely affect BNPP's revenues or profitability.</p> <p>The prolonged low interest rate environment carries inherent systemic risks.</p> <p>The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.</p> <p>BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.</p> <p>BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.</p> |
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| | | <p>Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.</p> <p>Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>There are risks related to the implementation of BNPP's strategic plan.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity.</p> <p>The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.</p> |
|--|--|--|

(1) In Element D.2, the paragraphs relating to BNPPF are deleted and replaced with the following:

| | | |
|--|--|--|
| | | <p>BNPPF</p> <p>The following is a summary of some of the investment considerations</p> |
|--|--|--|

relating to the business of BNPPF:

- (a) Difficult market and economic conditions including, without limitation, concerns regarding the ability of certain countries in the eurozone to refinance their debt obligations, could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk.
- (b) Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates.
- (c) BNPPF's access to and cost of funding could be adversely affected by a further deterioration of the Euro-zone sovereign debt crisis, worsening economic conditions, a ratings downgrade, increases in credit spreads or other factors.
- (d) The prolonged low interest rate environment carries inherent systemic risks.
- (e) The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.
- (f) BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
- (g) A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.
- (h) BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.
- (i) BNPPF's hedging strategies may not prevent losses.
- (j) Significant interest rate changes could adversely affect BNPPF's revenues or profitability.
- (k) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.
- (l) BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.
- (m) Notwithstanding BNPPF's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.
- (n) While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses.

| | | |
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| | | <p>(o) BNPPF has significant counterparty risk exposure and exposure to systemic risks.</p> <p>(p) BNPPF's competitive position could be harmed if its reputation is damaged.</p> <p>(q) An interruption in or a breach of BNPPF's information systems may result in material losses of client or customer information, damage to BNPPF's reputation and lead to financial losses.</p> <p>(r) Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations.</p> <p>(s) Uncertainty linked to fair value accounting and use of estimates.</p> <p>(t) A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF</p> <p>(u) Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs.</p> <p>(v) BNPPF may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties.</p> <p>(w) Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability.</p> <p>(x) Adjustments to the carrying value of BNPPF's securities and derivatives portfolios and BNPPF's own debt could have an impact on its net income and shareholders' equity.</p> <p>(y) The expected changes in accounting principles relating to financial instruments may have an impact on BNPPF's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>(z) Risks related to the implementation of BNPP Group's strategic plans.</p> |
|--|--|--|

(m) In Element E.3, the first paragraph is deleted and replaced with the following:

"Under the programme, the Securities may be offered to the public in a Non-Exempt Offer in Austria, Belgium, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, The Czech Republic and The United Kingdom."

2. The "Pro Forma Issue Specific Summary in relation to this Base Prospectus" on pages 68 to 124 of the Base Prospectus is amended as follows:

(a) In Element B.2, the paragraph under the heading "[Insert where BNPP B.V. is the Issuer:" is deleted in its entirety and replaced with the following:

"The Issuer was incorporated in the Netherlands as a private company with limited liability under Dutch law having its registered office at Herengracht 595, 1017 CE Amsterdam, the Netherlands.]"

- (b) In Element B.4b, the paragraphs under the heading "[Insert where BNPP is the Issuer:" and immediately above the heading "[Insert where BP2F is the Issuer:" are deleted and replaced with the following:

| | | |
|--------------------|--------------------------|---|
| <p>B.4b</p> | <p>Trend information</p> | <p><i>Macroeconomic environment</i></p> <p>Macroeconomic and market conditions affect BNPP’s results. The nature of BNPP’s business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.</p> <p>In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.</p> <p>In that context, two risks can be identified:</p> <p><i>Financial instability due to the vulnerability of emerging countries</i></p> <p>While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.</p> <p>In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.</p> <p>Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit</p> |
|--------------------|--------------------------|---|

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

| | | |
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| | | <p>offering, and chaotic de-leveraging) that would affect all banking institutions.</p> <p><i>Systemic risks related to economic conditions and market liquidity</i></p> <p>The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.</p> <p>Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.</p> <p>Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.</p> <p><i>Laws and regulations applicable to financial institutions</i></p> <p>Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:</p> <ul style="list-style-type: none"> - the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe; - regulations governing capital: CRD IV/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board; - the European Single Supervisory Mechanism and the ordinance of 6 November 2014; - the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund; - the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries; - the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank |
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| | | |
|--|--|--|
| | | <p>Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;</p> <ul style="list-style-type: none"> - the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies. <p>Cyber risk</p> <p>In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.</p> |
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- (c) In Element B.4b, the paragraphs under the heading "[Insert where BP2F is the Issuer:" and immediately above the heading "[Insert where BGL is the Issuer:" are deleted and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BP2F's results. The nature of BP2F's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

BP2F is dependent upon BNPPF. BP2F is 99.995% owned by BNPPF and is specifically involved in the issuance of securities such as Notes, Warrants or Certificates or other obligations which are developed, set up and sold to investors via intermediaries, including BNPPF. BP2F enters into hedging transactions with BNPPF and with other entities of the BNP Paribas Group. As a

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

consequence, the Trend Information with respect to BNPPF shall also apply to BP2F. BP2F may also enter into hedging transactions with third parties not belonging to the BNP Paribas Group.]"

- (d) Element B.9 is deleted in its entirety and replaced with the following:

| | | |
|------------|-----------------------------|--|
| B.9 | Profit forecast or estimate | The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015. |
|------------|-----------------------------|--|

- (e) In Element B.12, the table in relation to BNPP under the heading "[Insert where BNPP is the Issuer:" and above the heading entitled "**Comparative Interim Financial Data for the six month period ending 30 June 2015 – in millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and replaced with the following:

| Comparative Annual Financial Data – In millions of EUR | | |
|---|-------------------------------|--------------------|
| | 31/12/2015 (unaudited) | 31/12/2014* |
| Revenues | 42,938 | 39,168 |
| Cost of risk | (3,797) | (3,705) |
| Net income, Group share | 6,694 | 157 |
| | 31/12/2015 | 31/12/2014* |
| Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4) | 10.9% | 10.3% |
| | 31/12/2015 (unaudited) | 31/12/2014* |
| Total consolidated balance sheet | 1,994,193 | 2,077,758 |
| Consolidated loans and receivables due from customers | 682,497 | 657,403 |
| Consolidated items due to customers | 700,309 | 641,549 |
| Shareholders' equity (Group share) | 96,269 | 89,458 |
| * Restated according to the IFRIC 21 interpretation. | | |

- (f) Element B.13 is deleted in its entirety and replaced with the following:

| | | |
|-------------|--|--|
| B.13 | Events impacting the Issuer's solvency | [Not applicable, as at [insert in the case of BNPP B.V. and BP2F: 10 September 2015]/[insert in the case of BGL: 8 October 2015]/[insert in the case of BNPP: 29 February 2016] and to the best of the Issuer's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency since 30 June 2015.] [Specify any recent events which are to a material extent relevant to the evaluation of the Issuer's solvency.] |
|-------------|--|--|

- (g) In Element B.17, the second paragraph is deleted and replaced with the following:

"[Insert where BNPP is the Issuer: BNPP's long-term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA (low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)]."

- (h) In Element B.19/B.4b, the paragraphs under the heading "[Insert where BNPP is the Guarantor:]" are deleted in their entirety and replaced with the following:

"Macroeconomic environment

Macroeconomic and market conditions affect BNPP's results. The nature of BNPP's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

In that context, two risks can be identified:

Financial instability due to the vulnerability of emerging countries

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

Systemic risks related to economic conditions and market liquidity

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and regulations applicable to financial institutions

Recent and future changes in the laws and regulations applicable to financial institutions may have a significant impact on BNPP. Measures that were recently adopted or which are (or whose application measures are) still in draft format, that have or are likely to have an impact on BNPP notably include:

- the structural reforms comprising the French banking law of 26 July 2013 requiring that banks create subsidiaries for or segregate "speculative" proprietary operations from their traditional retail banking activities, the "Volcker rule" in the US which restricts proprietary transactions, sponsorship and investment in private equity funds and hedge funds by US and foreign banks, and expected potential changes in Europe;
- regulations governing capital: CRD IV/CRR, the international standard for total-loss absorbing capacity (TLAC) and BNPP's designation as a financial institution that is of systemic importance by the Financial Stability Board;
- the European Single Supervisory Mechanism and the ordinance of 6 November 2014;
- the Directive of 16 April 2014 related to deposit guarantee systems and its delegation and implementing decrees, the Directive of 15 May 2014 establishing a Bank Recovery and Resolution framework, the Single Resolution Mechanism establishing the Single Resolution Council and the Single Resolution Fund;
- the Final Rule by the US Federal Reserve imposing tighter prudential rules on the US transactions of large foreign banks, notably the obligation to create a separate intermediary holding company in the US (capitalised and subject to regulation) to house their US subsidiaries;
- the new rules for the regulation of over-the-counter derivative activities pursuant to Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act, notably margin requirements for uncleared derivative products and the derivatives of securities traded by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants, and the rules of the US Securities and Exchange Commission which require the registration of banks and major swap participants active on derivatives markets and transparency and reporting on derivative transactions;
- the new MiFID and MiFIR, and European regulations governing the clearing of certain over-the-counter derivative products by centralised counterparties and the disclosure of securities financing transactions to centralised bodies.

Cyber risk

In recent years, financial institutions have been impacted by a number of cyber incidents, notably involving large-scale alterations of data which compromise the quality of financial information. This risk remains today and BNPP, like other banks, has taken measures to implement systems to deal with cyber attacks that could destroy or damage data and critical systems and hamper the smooth running of its operations. Moreover, the regulatory and supervisory authorities are taking initiatives to promote the exchange of information on cyber security and cyber criminality in order to improve the security of technological infrastructures and establish effective recovery plans after a cyber incident.]"

- (i) In Element B.19/B.4b, the paragraphs under the heading "[Insert where BNPPF is the Guarantor:" are deleted in their entirety and replaced with the following:

"Macroeconomic environment.

Macroeconomic and market conditions affect BNPPF's results. The nature of BNPPF's business makes it particularly sensitive to macroeconomic and market conditions in Europe, which have been at times challenging and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity¹ but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group (including BNPP) and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and Regulations Applicable to Financial Institutions.

Laws and regulations applicable to financial institutions that have an impact on BNPPF have significantly evolved in the wake of the global financial crisis. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNP Paribas Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products,

¹ See: IMF – October 2015 Financial Stability Report, Advanced Countries and January 2016 update

increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.

The measures that were recently adopted, or in some cases proposed and still under discussion, that have or are likely to affect BNPPF, include in particular the EU Directive and Regulation on prudential requirements "CRD IV" dated 26 June 2013 and many of whose provisions have been applicable since 1 January 2014; the proposals of technical regulatory and execution rules relating to the Directive and Regulation CRD IV published by the EBA; the Belgian Banking Law dated 25 April 2014 replacing the previous law of 1993 and introducing important changes; the Belgian Royal Decree dated 22 February 2015 determining the entry into force of the Belgian Banking Law provisions relating to resolution (including the establishment of a Belgian Resolution Authority) and creating two preferential rights on the bank's movables; the Belgian Royal Decree dated 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures; the public consultation for the reform of the structure of the EU banking sector of 2013 and the European Commission's proposed regulation on structural measures designed to improve the strength of EU credit institutions of 29 January 2014; the proposal for a regulation on indices used as benchmarks in financial instruments and financial contracts; the European Single Supervisory Mechanism; the European Single Resolution Mechanism dated 15 July 2014 and the European Directive on Bank Recovery and Resolution dated 15 May 2014; the European Directive on Revised Deposit Guarantee Schemes dated 16 April 2014; the final rule for the regulation of foreign banks imposing certain liquidity, capital and other prudential requirements adopted by the U.S. Federal Reserve; the proposal of the U.S. Federal Reserve relating to liquidity ratios of large banks; and the "Volcker" Rule imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities (of U.S. banks and to some extent non-U.S. banks) that was recently adopted by the U.S. regulatory authorities. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPPF in particular.]"

- (j) Element B.19/B.9 is deleted in its entirety and replaced with the following:

| | | |
|-----------------|-----------------------------|--|
| B.19/B.9 | Profit forecast or estimate | The BNP Paribas Group generated 6,694 million euros in net income attributable to equity holders for the year ending 31 December 2015. |
|-----------------|-----------------------------|--|

- (k) In Element B.19/B12, the table in relation to BNPP under the heading "[Insert where BNPP is the Guarantor:" and above the heading entitled "**Comparative Interim Financial Data for the six-month period ending 30 June 2015 – In millions of EUR**" (which was added to the Base Prospectus by virtue of the First Supplement) is deleted and replaced with the following:

| Comparative Annual Financial Data – In millions of EUR | | |
|---|-------------------------------|--------------------|
| | 31/12/2015 (unaudited) | 31/12/2014* |
| Revenues | 42,938 | 39,168 |
| Cost of risk | (3,797) | (3,705) |
| Net income, Group share | 6,694 | 157 |

| | 31/12/2015 | 31/12/2014* |
|---|------------------------|-------------|
| Common equity Tier 1 ratio (Basel 3 fully loaded, CRD4) | 10.9% | 10.3% |
| | 31/12/2015 (unaudited) | 31/12/2014* |
| Total consolidated balance sheet | 1,994,193 | 2,077,758 |
| Consolidated loans and receivables due from customers | 682,497 | 657,403 |
| Consolidated items due to customers | 700,309 | 641,549 |
| Shareholders' equity (Group share) | 96,269 | 89,458 |
| * Restated according to the IFRIC 21 interpretation.] | | |

- (l) Element B.19/B.13 is deleted and replaced with the following:

| | | |
|------------------|---|---|
| B.19/B.13 | Events impacting the Guarantor's solvency | <p>[As at [Insert where BNPPF is the Guarantor: 10 September 2015][Insert where BNPP is the Guarantor: 29 February 2016] and to the best of the Guarantor's knowledge, there have not been any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency since 30 June 2015.]</p> <p>[Specify any recent events which are to a material extent relevant to the evaluation of the Guarantor's solvency].</p> |
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- (m) In Element B.19/B.17, the first paragraph is deleted and replaced with the following:

"[Insert where BNPP is the Guarantor: BNPP's long-term credit ratings are [A+ under CreditWatch negative (Standard & Poor's Credit Market Services France SAS)], [A1 with a stable outlook (Moody's Investors Service Ltd.)], [A+ with a stable outlook (Fitch France S.A.S.)] and [AA (low) with a stable outlook (DBRS Limited)] and BNPP's short-term credit ratings are [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] and [R-1 (middle) (DBRS Limited)]."

- (n) In Element C.5, the paragraph is deleted and replaced with the following:

"The Securities will be freely transferable, subject to the offering and selling restrictions in the United States, the European Economic Area, Austria, Belgium, the Czech Republic, Denmark, Finland, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, Portugal, Spain, Sweden, the United Kingdom, Japan and Australia and under the Prospectus Directive and the laws of any jurisdiction in which the relevant Securities are offered or sold."

- (o) In Element D.2, the paragraphs relating to BNPP are deleted and replaced with the following:

| | | |
|------------|--|---|
| D.2 | Key risks regarding the Issuer [and the Guarantor] | [There are certain factors that may affect the Issuer's ability to fulfil its obligations under the Securities issued under the Programme [and the Guarantor's obligations under the Guarantee]]. |
|------------|--|---|

[Insert where BNPP is the Issuer or Guarantor: Eleven main categories of risk are inherent in BNPP's activities:

- (a) Credit Risk;
- (b) Counterparty Credit Risk;
- (c) Securitisation;
- (d) Market Risk;
- (e) Operational Risk;
- (f) Compliance and Reputation Risk;
- (g) Concentration Risk;
- (h) Banking Book Interest Rate Risk;
- (i) Strategic and Business Risks;
- (j) Liquidity Risk; and
- (k) Insurance subscription Risk.

Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk.

Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances.

BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors.

Significant interest rate changes could adversely affect BNPP's revenues or profitability.

The prolonged low interest rate environment carries inherent systemic risks.

The soundness and conduct of other financial institutions and market participants could adversely affect BNPP.

BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility.

BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.

Protracted market declines can reduce liquidity in the markets,

| | | |
|--|--|---|
| | | <p>making it harder to sell assets and possibly leading to material losses.</p> <p>Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates.</p> <p>BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates.</p> <p>BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations.</p> <p>There are risks related to the implementation of BNPP's strategic plan.</p> <p>BNPP may experience difficulties integrating acquired companies and may be unable to realize the benefits expected from its acquisitions.</p> <p>Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability.</p> <p>A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition.</p> <p>BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>BNPP's hedging strategies may not prevent losses.</p> <p>Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity.</p> <p>The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>BNPP's competitive position could be harmed if its reputation is damaged.</p> <p>An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses.</p> <p>Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs.]</p> |
|--|--|---|

(p) In Element D.2, the paragraphs relating to BNPPF are deleted and replaced with the following:

| | | |
|--|--|---|
| | | <p><i>[Insert where BNPPF is the Guarantor:</i></p> |
|--|--|---|

The following is a summary of some of the investment considerations relating to the business of BNPPF:

- (a) Difficult market and economic conditions including, without limitation, concerns regarding the ability of certain countries in the eurozone to refinance their debt obligations, could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk.
- (b) Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates.
- (c) BNPPF's access to and cost of funding could be adversely affected by a further deterioration of the Euro-zone sovereign debt crisis, worsening economic conditions, a ratings downgrade, increases in credit spreads or other factors.
- (d) The prolonged low interest rate environment carries inherent systemic risks.
- (e) The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.
- (f) BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.
- (g) A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.
- (h) BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.
- (i) BNPPF's hedging strategies may not prevent losses.
- (j) Significant interest rate changes could adversely affect BNPPF's revenues or profitability.
- (k) Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.
- (l) BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.

| | | |
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| | | <p>(m) Notwithstanding BNPPF's risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.</p> <p>(n) While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses.</p> <p>(o) BNPPF has significant counterparty risk exposure and exposure to systemic risks.</p> <p>(p) BNPPF's competitive position could be harmed if its reputation is damaged.</p> <p>(q) An interruption in or a breach of BNPPF's information systems may result in material losses of client or customer information, damage to BNPPF's reputation and lead to financial losses.</p> <p>(r) Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations.</p> <p>(s) Uncertainty linked to fair value accounting and use of estimates.</p> <p>(t) A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF.</p> <p>(u) Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs.</p> <p>(v) BNPPF may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties.</p> <p>(w) Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability.</p> <p>(x) Adjustments to the carrying value of BNPPF's securities and derivatives portfolios and BNPPF's own debt could have an impact on its net income and shareholders' equity.</p> <p>(y) The expected changes in accounting principles relating to financial instruments may have an impact on BNPPF's balance sheet and regulatory capital ratios and result in additional costs.</p> <p>(z) Risks related to the implementation of BNPP Group's</p> |
|--|--|---|

strategic plans.]

AMENDMENTS TO THE RISK FACTORS

The "Risk Factors" section on pages 125 to 196 of the Base Prospectus is amended as follows:

1. The risk factor entitled "*Risks Relating to BNPP and its Industry*" in the "Risk Factors" section of the Base Prospectus is deleted in its entirety and replaced with the following:

"Risks Relating to BNPP and its Industry"

See Chapter 5 ("Risks and Capital Adequacy", except pages 249-255) of the BNPP 2014 Registration Document (as defined below) which is incorporated by reference in this document.

Risks related to the macroeconomic and market environment

Difficult market and economic conditions have had and may continue to have a material adverse effect on the operating environment for financial institutions and hence on BNPP's financial condition, results of operations and cost of risk

BNPP's businesses are highly sensitive to changes in financial markets and economic conditions globally and especially in Europe. In recent years, BNPP has been, and may again in the future be, confronted with a significant deterioration of market and economic conditions resulting, among other things, from crises affecting sovereign debt, the capital markets, credit or liquidity, regional or global recessions, sharp fluctuations in commodity prices, currency exchange rates or interest rates, volatility in prices of financial derivatives, inflation or deflation, restructurings or defaults, corporate or sovereign debt rating downgrades or adverse political and geopolitical events (such as natural disasters, pandemics, societal unrest, geopolitical tensions, acts of terrorism and military conflicts). Such disruptions, which may develop quickly and hence not be fully hedged, could affect the operating environment for financial institutions for short or extended periods and have a material adverse effect on BNPP's financial condition, results of operations or cost of risk. In 2016, the macroeconomic environment could be subject to various specific risks, including geopolitical tensions, financial market volatility, slowdowns in China and emerging markets, weak growth in the Euro-zone, decreasing prices of commodities and the gradual unwinding of exceptionally accommodating monetary policies in the United States. Measures taken or that may be taken by central banks to stimulate growth and prevent deflation, including the "quantitative easing" measures announced by the European Central Bank (the "ECB") in January and December 2015, may prove to be insufficient or could have negative effects on the banking industry possibly bringing margin pressure but not necessarily lending volume growth.

Moreover, a resurgence of a sovereign debt crisis cannot be ruled out. In particular, European markets have experienced significant disruptions in recent years as a result of concerns regarding the ability of certain countries or institutions in the Euro-zone to refinance their debt obligations. At several points in recent years these disruptions caused tightened credit markets, increased volatility in the exchange rate of the euro against other major currencies, affected the levels of stock market indices and created uncertainty regarding the economic prospects of certain countries in the European Union as well as the quality of bank loans to sovereign debtors in the European Union. BNPP holds and in the future may hold substantial portfolios of sovereign debt and has and may in the future have substantial amounts of loans outstanding to sovereign borrowers; a new sovereign debt crisis could cause it to incur impairment charges or losses on sales. BNPP also participates in the interbank financial market and as a result, is indirectly exposed to risks relating to financial institutions with which it does business. More generally, the sovereign debt crisis had, and could again in the future have, an indirect impact on financial markets and, increasingly, economies, in Europe and worldwide, and more generally on the environment in which BNPP operates.

If economic conditions generally or in Europe in particular were to deteriorate due among other things to concerns over the European economy (in turn triggered by the heightened risk of or even the occurrence of a sovereign default, the failure of a significant financial institution or the exit of a country from the Euro-zone), a continued decline in oil and commodity prices, a continued or increased slowdown of economic growth in emerging countries and China in particular, terrorist attacks or political instability, the resulting

market disruptions could have a significant adverse impact on the credit quality of BNPP's customers and financial institution counterparties, on market parameters such as interest rates, foreign exchange rates and stock market indices, and on BNPP's results of operations, liquidity, ability to raise financing on acceptable terms and financial condition.

Due to the geographic scope of its activities, BNPP may be vulnerable to country or regional-specific political, macroeconomic and financial environments or circumstances

BNPP is exposed to country risk, meaning the risk that economic, financial, political or social conditions of a foreign country, especially a country in which it operates, will affect its financial interests. BNPP monitors country risk and takes it into account in the fair value adjustments and cost of risk recorded in its financial statements. However, a significant change in political or macroeconomic environments may require it to record additional charges or to incur losses beyond the amounts previously written down in its financial statements. Moreover, factors specific to a particular country or region in which BNPP operates could create difficult operating conditions, leading to operating losses or asset impairments.

BNPP's access to and cost of funding could be adversely affected by a resurgence of financial crises, worsening economic conditions, rating downgrades, increases in credit spreads or other factors

The financial crisis, the Euro-zone sovereign debt crisis as well as the general macroeconomic environment have at times adversely affected the availability and cost of funding for European banks during the past few years. This was due to several factors, including a sharp increase in the perception of bank credit risk due to their exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including BNPP, at various points experienced restricted access to wholesale debt markets and to the interbank market, as well as a general increase in their cost of funding. Accordingly, reliance on direct borrowing from the ECB at times increased substantially. If such adverse credit market conditions were to reappear in the event of prolonged stagnation of growth, deflation, resurgence of the financial crisis, the sovereign debt crisis or new forms of financial crises, factors relating to the financial industry in general or to BNPP in particular, the effect on the liquidity of the European financial sector in general and BNPP in particular could be materially adverse and have a negative impact on BNPP's results of operations and financial condition.

BNPP's cost of funding may also be influenced by the credit rating of France or the credit rating of BNPP's long-term debt, both of which have been subject to downgrades in recent years. Further downgrades in BNPP's or France's credit ratings may increase BNPP's borrowing cost.

BNPP's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase BNPP's cost of funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of creditworthiness of BNPP.

Significant interest rate changes could adversely affect BNPP's revenues or profitability

The amount of net interest income earned by BNPP during any given period significantly affects its overall revenues and profitability for that period. Interest rates are affected by many factors beyond BNPP's control, such as the level of inflation and the monetary policies of states, and government decisions relating to regulated savings rates (for example in France the Savings Account A ("*Livret A*") or Housing Savings Plan ("*Plan d'Épargne Logement*"). Changes in market interest rates could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve could cause a decline in BNPP's net interest income from its lending activities. In addition, maturity mismatches and interest rates rises relating to BNPP's short-term financing may adversely affect BNPP's profitability.

The prolonged low interest rate environment carries inherent systemic risks

The prolonged period of low interest rates since the 2008/2009 financial crisis may have contributed to, and may continue to contribute to, excessive risk-taking by financial market participants such as lengthening

maturities of financings and assets held, more lenient lending standards and increased leveraged lending. Certain of the market participants that may have taken or may take additional or excessive risk are of systemic importance, and any unwinding of their positions during periods of market turbulence or stress (and hence reduced liquidity) could have a destabilizing effect on markets and could lead BNPP to record operating losses or asset impairments.

The soundness and conduct of other financial institutions and market participants could adversely affect BNPP

BNPP's ability to engage in financing, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults, or even rumours or questions about, one or more financial services institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. BNPP has exposure to many counterparties in the financial industry, directly and indirectly, including clearing houses, brokers and dealers, commercial banks, investment banks, mutual and alternative investment funds, and other institutional clients with which it regularly executes transactions. BNPP can also be exposed to the risks related to the increasing involvement in the financial sector of players subject to little or no regulations (unregulated funds, trading venues or crowdfunding platforms). BNPP is exposed to credit and counterparty risk in the event of default or financial distress of BNPP's counterparties or clients. This risk could be exacerbated if the collateral held by BNPP cannot be realised upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to BNPP or in case of a failure of a significant financial market participant such as a central counterparty. It is worth noting in this respect that regulatory changes requiring mandatory clearing of standardized over-the-counter (OTC) derivatives through central counterparties have resulted in an increase of the exposure of financial market participants to such central counterparties.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due in particular to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff that came to light in 2008, as a result of which numerous financial institutions globally, including BNPP, announced losses or exposure to losses in substantial amounts. Potentially significant additional potential exposure is also possible in the form of litigation and claims in the context of the bankruptcy proceedings of Bernard L. Madoff Investment Services (BLMIS) (a number of which are pending against BNPP), and other potential claims relating to counterparty or client investments made, directly or indirectly, in BLMIS or other entities controlled by Bernard Madoff, or to the receipt of investment proceeds from BLMIS.

There can be no assurance that any losses resulting from the risks summarised above will not materially and adversely affect BNPP's results of operations.

BNPP may incur significant losses on its trading and investment activities due to market fluctuations and volatility

BNPP maintains trading and investment positions in the debt, currency, commodity and equity markets and in unlisted securities, real estate and other asset classes, including through derivative contracts. These positions could be adversely affected by extreme volatility in these markets, i.e., the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. Moreover, volatility trends that prove substantially different from BNPP's expectations may lead to losses relating to a broad range of other products that BNPP uses, including swaps, forward and future contracts, options and structured products.

To the extent that BNPP owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its positions. Conversely, to the extent that BNPP has sold assets that it does not own, or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose it to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. BNPP may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients

and/or from which it expects to gain based on changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that BNPP did not anticipate or against which it is not hedged, BNPP might realise a loss on those paired positions. Such losses, if significant, could adversely affect BNPP's results and financial condition.

BNPP may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns

Financial and economic conditions affect the number and size of transactions for which BNPP provides securities underwriting, financial advisory and other investment banking services. BNPP's revenues, which include fees from these services, are directly related to the number and size of the transactions in which it participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that BNPP charges for managing its clients' portfolios are in many cases based on the value or performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues BNPP receives from its asset management, equity derivatives and private banking businesses. Independently of market changes, below-market performance by BNPP's mutual funds may result in increased withdrawals and reduced inflows, which would reduce the revenues BNPP receives from its asset management business. BNPP experienced some or all of these effects during the sharp market downturns of recent years and could experience them again in future market downturns, which may occur periodically and unexpectedly.

Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses

In some of BNPP's businesses, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if BNPP cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that BNPP calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to significant losses that BNPP did not anticipate.

Regulatory Risks

Laws and regulations adopted in response to the global financial crisis may materially impact BNPP and the financial and economic environment in which it operates

In the past few years, laws and regulations have been enacted, adopted or recently proposed, in particular in France, Europe and the United States, in particular, with a view to introducing a number of changes, some permanent, in the financial environment. The impact of the new measures has changed substantially the environment in which BNPP and other financial institutions operate. The new measures that have been or may be proposed and adopted include more stringent capital and liquidity requirements (particularly for large global banking groups such as BNPP), taxes on financial transactions, restrictions and increased taxes on employee compensation over specified levels, restrictions on certain types of activities considered as speculative undertaken by commercial banks that will be prohibited or need to be ring-fenced in subsidiaries (particularly proprietary trading), restrictions or prohibitions on certain types of financial products or activities, enhanced recovery and resolution regimes, revised risk-weighting methodologies, increased internal control and reporting requirements with respect to certain activities, more stringent governance and conduct of business rules, more extensive market abuse regulations, measures to improve the transparency and efficiency of financial markets and in particular to regulate high frequency trading, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives), and the creation of new and strengthened regulatory bodies. Many of these measures have been adopted and are already applicable to BNPP. The principal such measures are summarized below.

In 2013 and 2014, France made significant changes to its legal and regulatory framework applicable to banking institutions. The French banking law of 26 July 2013 on the separation and regulation of banking activities and the related implementing decrees and orders specified the required separation between financing operations activities and so-called "speculative" operations that must henceforth (as from 1 July 2015) be conducted by ring-fenced subsidiaries subject to specific capital and liquidity requirements on a stand-alone basis. This banking law also introduced a mechanism for preventing and resolving banking crises, which is supervised by the French banking regulator ("*Autorité de Contrôle Prudentiel et de Résolution*", "**ACPR**") with expanded powers. In the event of a failure, the law provides for mechanisms such as the power to require banks to adopt structural changes, issue new securities, cancel outstanding equity or subordinated debt securities and convert subordinated debt into equity, and to require the intervention of the French Deposit Guarantee and Resolution Fund ("*Fonds de Garantie des Dépôts et de Résolution*"). The Ordinance of 20 February 2014 provided in particular for the strengthening of the governance rules within banking institutions, a reinforced and harmonised at the EU level sanctions regime, an extended scope of prudential surveillance with in particular additional prudential requirements, a harmonisation of the rules relating to the approval of credit institutions within the European Union, and an update of the rules relating to the consolidated surveillance and the exchange of information.

At the European level, many of the provisions of the EU Directive and Regulation on prudential requirements "CRD 4/CRR" dated 26 June 2013, implementing the Basel III capital requirements, took effect as of 1 January 2014 and many delegated and implementing acts provided for in the Directive and Regulation CRD 4/CRR were adopted in 2014. The prudential ratio requirements and the designation of BNPP as a systemically important financial institution increased BNPP's prudential requirements and may limit its ability to extend credit or to hold certain assets, particularly those with longer maturities. In 2011-2012, BNPP implemented an adaptation plan in anticipation of these requirements, including reducing its balance sheet and bolstering its capital. In addition, the Financial Stability Board published on 9 November 2015 the final principles and term sheet regarding TLAC (or "**total loss absorbing capacity**"), which will require "Global Systemically Important Banks" (including BNPP) to maintain a significant amount of liabilities and instruments readily available for bail-in, in addition to the Basel III capital requirements, in order to enable authorities to implement an orderly resolution that minimises impacts on financial stability, maintains the continuity of critical functions, and avoids exposing public funds to loss. Given the timing and manner of their adoption, the full impact of TLAC requirements on BNPP cannot be accurately predicted and could cause its financing costs to increase.

Regarding the European "Banking Union", the European Union adopted, in October 2013, a Single Supervisory Mechanism ("**SSM**") under the supervision of the ECB; as a consequence, since November 2014, BNPP, along with all institutions qualified as important in the Euro-zone, are now under the direct supervision of the ECB, with respect to prudential regulation matters entrusted to the ECB by Council Regulation dated 15 October 2013. Within the SSM, the ECB is, in particular, tasked with carrying out an annual supervisory review and evaluation process ("**SREP**") and stress tests, in connection with which it has powers to require banks to hold capital requirements in excess of minimum capital requirements in order to address specific risks (so-called "Pillar 2" requirements), and more generally to impose additional liquidity requirements and possibly other regulatory measures. Such measures could have an adverse impact on BNPP's results of operations and financial condition.

In addition to the SSM, the EU Bank Recovery and Resolution Directive of 15 May 2014 ("**BRRD**"), implemented in France by the Ordinance of 20 August 2015 strengthens the tools to prevent and resolve banking crises, in particular, in order to ensure that any losses are borne in priority by banks' creditors and shareholders and to minimize taxpayers' exposure to losses and provides for the implementation of resolution funds at the national levels. Under the BRRD and the Ordinance of 20 August 2015, the ACPR or the Single Resolution Board (the "**SRB**"), which was established by Regulation of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism ("**SRM**") and a Single Resolution Fund ("**SRF**"), may commence resolution proceedings in respect of a banking institution, such as BNPP, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalize or restore the viability of the institution. Resolution tools are to be implemented so that, subject to certain exceptions, losses are borne first by shareholders, then by holders of

capital instruments (such as subordinated bonds) qualifying as additional tier 1 and tier 2 instruments, and finally by creditors in accordance with the order of their claims in normal insolvency proceedings. Certain powers, including the power to write-down capital instruments (including subordinated bonds), can also be exercised as a precautionary measure, outside of resolution proceedings. The implementation of these tools and powers may result in significant structural changes to the relevant financial institutions (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down of claims of their shareholders and creditors (including subordinated and senior creditors).

Pursuant to the SRM, on 19 December 2014, the Council adopted the proposal for a Council implementing act to calculate the contributions of banks to the SRF, which replaces national resolution funds as from 1 January 2016 and provides for annual contributions to the SRF to be made by banks calculated on the basis of their liabilities, excluding own funds and covered deposits and adjusted for risks. Moreover, the Regulation of the European Commission dated 21 October 2014, adopted pursuant to the BRRD provides for an obligation for banks to have adequate financial resources to ensure the effective application of the resolution tools and powers by the relevant resolution authority. In this context, the resolution authorities, such as the ACPR or the SRB, shall determine the annual contributions to be paid to resolution financing arrangements by each banking institution in proportion to its risk profile. As a consequence, contributions to the SRF and to resolution financing arrangements will be significant for BNPP, will result in an increase in fees and will, as a consequence, weigh on BNPP's results of operations.

Moreover, the Directive of 16 April 2014 on deposit guarantee schemes, transposed into French law by the Ordinance of 20 August 2015 created national deposit guarantee schemes. Other proposals for legislative and regulatory reforms could also have an impact if they were enacted into law. Thus, a draft European Parliament Regulation dated 24 November 2015 completed such Directive of 16 April 2014 through a step plan to create a European deposit insurance scheme that will progressively cover all or part of participating national deposit guarantee schemes.

Furthermore, a proposal for a Regulation of the European Parliament and of the Council of 29 January 2014 on structural measures improving the resilience of EU credit institutions, as amended on 19 June 2015, would prohibit certain proprietary trading activities by European credit institutions that meet certain criteria (particularly as to size) and require them to conduct certain high-risk trading activities only through subsidiaries.

Finally, new regulations designed to enhance the transparency and soundness of financial markets, such as the so-called "EMIR" Regulation of 4 July 2012 on OTC derivatives, central counterparties and trade repositories and the measures adopted or to be adopted thereunder (including in relation to collateral requirements for non-centrally cleared derivatives), Regulation of 25 November 2015 on transparency of securities financing transactions and Directive and Regulation of 15 May 2014 on markets in financial instruments ("**MiFID 2**") may be a source of additional uncertainty and compliance risk and, more generally, the costs incurred due to the implementation of such regulations may have a negative impact on the profitability of certain activities currently conducted by BNPP and weigh on BNPP's results of operations and financial condition.

Bank regulation in the United States has been substantially changed and expanded in the wake of the financial crisis, including most recently as follows. The U.S. Federal Reserve's final rule imposing enhanced prudential standards on the U.S. operations of large foreign banks will require BNPP to create a new intermediate holding company ("**IHC**") for its U.S. subsidiaries by 1 July 2016, which will be required to comply with risk-based and leverage capital requirements, liquidity requirements, supervisory stress testing and capital planning requirements as well as other prudential requirements on a stand-alone basis. Under proposals that remain under consideration, the IHC and the combined U.S. operations of BNPP may become subject to limits on credit exposures to any single counterparty, and the combined U.S. operations of BNPP may also become subject to an early remediation regime which could be triggered by risk-based capital, leverage, stress tests, liquidity, risk management and market indicators. The Federal Reserve has also indicated that it is considering future rulemakings that could apply the U.S. rules implementing the Basel III liquidity coverage ratio to the U.S. operations of certain large foreign banking organizations. On 30 November 2015, the U.S. Federal Reserve published proposed rules that would implement in the United

States the Financial Stability Board's standards for a TLAC framework. The proposed rules would require, among other things, BNPP's intermediate U.S. holding company to maintain minimum amounts of "internal" TLAC, which would include minimum levels of tier 1 capital and long-term debt satisfying certain eligibility criteria and a related TLAC buffer commencing 1 January 2019. BNPP's intermediate U.S. holding company would be required to issue all such TLAC instruments to a foreign parent entity (a non-U.S. entity that controls the intermediate holding company). The proposed rules would also impose limitations on the types of financial transactions that BNPP's intermediate holding company could engage in. Finally, the "Volcker Rule", adopted by the U.S. regulatory authorities in December 2013, places certain restrictions on the ability of U.S. and non-U.S. banking entities, including BNPP and its affiliates, to engage in proprietary trading and to sponsor or invest in private equity and hedge funds. BNPP was generally required to come into compliance with the Volcker Rule by July 2015, although the U.S. Federal Reserve has indicated that the conformance deadline for pre-2014 "legacy" investments in and relationships with private equity funds and hedge funds will be extended until 21 July 2017. The Volcker Rule's implementing regulations are highly complex and may be subject to further regulatory interpretation and guidance, and its full impact will not be known with certainty for some time. U.S. regulators have also recently adopted or proposed new rules regulating OTC derivatives activities under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In late 2015, the U.S. Federal Reserve and other U.S. banking regulators finalized margin requirements applicable to uncleared swaps and security-based swaps entered into by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants that are regulated by one of the U.S. banking regulators, including BNPP. These margin requirements, which are scheduled to come into effect in phases beginning in September 2016, will require BNPP to post and collect additional, high-quality collateral for certain transactions, which will increase the costs of uncleared swaps and security-based swaps offered by BNPP to its customers who are "U.S. persons" as defined under the rules which apply globally. The U.S. Securities and Exchange Commission also finalized rules in 2015 requiring the registration of security-based swap dealers and major security-based swap participants as well as obligations relating to transparency and mandatory reporting of security-based swap transactions. Further rules and regulations are expected in 2016 to complete this regulatory framework. The scope and timing for the implementation of these requirements, and therefore their impact on BNPP's swap business, is difficult to predict at this stage.

In sum, extensive legislative and regulatory reform in respect of financial institutions has been enacted in recent years and some remains in progress. It is impossible to accurately predict which additional measures will be adopted or to determine the exact content of such measures and, given the complexity and uncertainty of a number of these measures, their ultimate impact on BNPP. The overall effect of these measures, whether already adopted or in the process of being adopted, may be to restrict BNPP's ability to allocate and apply capital and funding resources, limit its ability to diversify risk, reduce the availability of certain funding and liquidity resources, increase its funding costs, increase the cost for or reduce the demand for the products and services it offers, result in the obligation to carry out internal reorganizations, structural changes or divestitures, affect its ability to conduct (or impose limitations on) certain types of business as currently conducted, limit its ability to attract and retain talent, and, more generally, affect its competitiveness and profitability, which would in turn have an adverse effect on its business, financial condition, and results of operations.

BNPP is subject to extensive and evolving regulatory regimes in the jurisdictions in which it operates

BNPP faces the risk of changes in legislation or regulation in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which the Group operates;
- changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable governance, remunerations, capital adequacy and liquidity frameworks, restrictions on activities considered as speculative and recovery and resolution frameworks;
- changes in securities regulations as well as in financial reporting, disclosure and market abuse regulations;

- changes in the regulation of certain types of transactions and investments, such as derivatives and securities financing transactions and money market funds;
- changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls, risk management and compliance;
- expropriation, nationalisation, price controls, exchange controls, confiscation of assets and changes in legislation relating to foreign ownership;

These changes, the scope and implications of which are highly unpredictable, could substantially affect BNPP and have an adverse effect on its business, financial condition and results of operations. Some reforms not aimed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect BNPP's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations.

BNPP may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties

BNPP is exposed to regulatory compliance risk, i.e. the failure to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to BNPP's reputation and private rights of action (including class actions introduced into French law in 2014), non-compliance could lead to material legal proceedings, fines and expenses (including fines and expenses in excess of recorded provisions), public reprimand, enforced suspension of operations or, in extreme cases, withdrawal by the authorities of operating licenses. This risk is further exacerbated by continuously increasing regulatory scrutiny of financial institutions. Moreover, litigation by private parties against financial institutions has substantially increased in recent years. Accordingly, BNPP faces significant legal risk in its business, and the volume and amount of damages claimed in litigation, regulatory proceedings and other adversarial proceedings against financial services firms have substantially increased in recent years and may increase further.

In this respect, on 30 June 2014 BNPP entered into a series of agreements with, and was the subject of several orders issued by, U.S. federal and New York state government agencies and regulatory authorities including the U.S. Department of Justice, the New York County District Attorney's Office, the U.S. Attorney's Office for the Southern District of New York, the Board of Governors of the Federal Reserve System, the Office of Foreign Assets Control of the U.S. Department of the Treasury and the New York State Department of Financial Services, in settlement of investigations into violations of U.S. laws and regulations regarding economic sanctions. The fines and penalties imposed on BNPP as part of this settlement included, among other things, the payment of monetary penalties amounting in the aggregate to \$8.97 billion (€6.6 billion), guilty pleas by BNP Paribas S.A., the parent company of the BNP Paribas group, to charges of having violated U.S. federal criminal law (conspiracy to violate the Trading with the Enemy Act and the International Emergency Economic Powers Act) and New York State criminal law (conspiracy and falsifying business records), and the suspension of the New York branch of BNP Paribas for (a) a one-year period (2015) of USD direct clearing focused mainly on the Oil & Gas Energy and Commodity Finance business line in certain locations and (b) a two-year period of U.S. dollar clearing as a correspondent bank for unaffiliated third party banks in New York and London. Following this settlement, BNPP remains subject to increased scrutiny by regulatory authorities (including via the presence within BNPP of an independent consultant) who are monitoring its compliance with a remediation plan agreed with them.

BNPP is currently involved in various litigations and investigations as summarized in Note 8.b "Contingent liabilities: legal proceedings and arbitration" to its 2015 consolidated financial statements. It may become involved in further such matters at any point. No assurance can be given that an adverse outcome in one or more of such matters would not have a material adverse effect on BNPP's operating results for any particular period.

Risks related to BNPP, its Strategy, Management and Operations

Risks related to the implementation of BNPP's strategic plans

BNPP has announced a certain number of strategic objectives, in particular in a strategic plan for the 2014-2016 period presented in March 2014 and a transformation plan for CIB for the 2016-2019 period presented in February 2016. These plans contemplate a number of initiatives, including simplifying BNPP's organisation and operations, continuing to improve operating efficiency, adapting certain businesses to their economic, regulatory and technological environment and implementing various business development initiatives.

The plans include a number of financial targets and objectives relating to net banking income, operating costs, net income, capital adequacy ratios and return on equity, among other things. These financial targets and objectives were established primarily for purposes of internal planning and allocation of resources, and are based on a number of assumptions with regard to business and economic conditions. On 5 February 2015 and 5 February 2016, BNPP provided updates regarding the implementation of the 2014-2016 strategic plan and presented the transformation plan of CIB 2016-2019 on 5 February 2016.

BNPP's actual results could vary significantly from these targets and objectives for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section.

BNPP may experience difficulties integrating acquired companies and may be unable to realise the benefits expected from its acquisitions

BNPP makes acquisitions on a regular basis. Integrating acquired businesses is a long and complex process. Successful integration and the realisation of synergies require, among other things, proper coordination of business development and marketing efforts, retention of key members of management, policies for effective recruitment and training as well as the ability to adapt information and computer systems. Any difficulties encountered in combining operations could result in higher integration costs and lower savings or revenues than expected. There will accordingly be uncertainty as to the extent to which anticipated synergies will be achieved and the timing of their realisation. Moreover, the integration of BNPP's existing operations with those of the acquired operations could interfere with the respective businesses and divert management's attention from other aspects of BNPP's business, which could have a negative impact on the business and results of BNPP. In some cases, moreover, disputes relating to acquisitions may have an adverse impact on the integration process or have other adverse consequences, including financial ones.

Although BNPP undertakes an in-depth analysis of the companies it plans to acquire, such analyses often cannot be complete or exhaustive. As a result, BNPP may increase its exposure to doubtful or troubled assets and incur greater risks as a result of its acquisitions, particularly in cases in which it was unable to conduct comprehensive due diligence prior to the acquisition.

Intense competition by banking and non-banking operators could adversely affect BNPP's revenues and profitability

Competition is intense in all of BNPP's primary business areas in France and the other countries in which it conducts a substantial portion of its business, including other European countries and the United States. Competition in the banking industry could intensify as a result of consolidation in the financial services area or as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding. In particular, competitors subject to less extensive regulatory requirements or to less strict capital requirements (e.g., debt funds, shadow banks), or benefiting from economies of scale, data synergies or technological innovation (e.g., internet and mobile operators, fintechs), could be more competitive. If BNPP is unable to respond to the competitive environment in France or in its other major markets by offering attractive and profitable product and service solutions, it may lose market share in key areas of its business or incur losses on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for BNPP and its competitors. It is also possible that the presence in the global marketplace of State-owned financial institutions, or financial institutions benefiting from State guarantees or

other similar advantages, or the imposition of more stringent requirements (particularly capital requirements and business restrictions) on large or systemically significant financial institutions, could lead to distortions in competition in a manner adverse to large private-sector institutions such as BNPP.

A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPP's results of operations and financial condition

In connection with its lending activities, BNPP regularly establishes provisions for loan losses, which are recorded in its profit and loss account under "cost of risk". BNPP's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPP seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of deteriorating economic conditions or other causes. Any significant increase in provisions for loan losses or a significant change in BNPP's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPP's results of operations and financial condition.

BNPP also establishes provisions for contingencies and charges including in particular provisions for litigations. Any loss arising from a risk that has not already been provisioned or that is greater than the amount of the provision would have a negative impact on BNPP's results of operation and, potentially, its financial condition.

BNPP's risk management policies, procedures and methods may leave it exposed to unidentified or unanticipated risks, which could lead to material losses

BNPP has devoted significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, BNPP's risk management techniques and strategies may not be fully effective in mitigating its risk exposure in all economic and market environments or against all types of risk, particularly risks that BNPP may have failed to identify or anticipate. BNPP's ability to assess the creditworthiness of its customers or to estimate the values of its assets may be impaired if, as a result of market turmoil such as that experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of BNPP's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. BNPP applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process BNPP uses to estimate losses inherent in its credit exposure or estimate the value of certain assets requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans or impact the value of assets, which may, during periods of market disruption, be incapable of accurate estimation and, in turn, impact the reliability of the process. These tools and metrics may fail to predict future risk exposures, e.g., if BNPP does not anticipate or correctly evaluate certain factors in its statistical models, or upon the occurrence of an event deemed extremely unlikely by the tools and metrics. This would limit BNPP's ability to manage its risks. BNPP's losses could therefore be significantly greater than the historical measures indicate. In addition, BNPP's quantified modelling does not take all risks into account. Its more qualitative approach to managing certain risks could prove insufficient, exposing it to material unanticipated losses.

BNPP's hedging strategies may not prevent losses

If any of the variety of instruments and strategies that BNPP uses to hedge its exposure to various types of risk in its businesses is not effective, BNPP may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if BNPP holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedge may only be partial, or the strategies used may not protect against all future risks or may not be fully effective in mitigating BNPP's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce the effectiveness of BNPP's hedging strategies. In

addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in BNPP's reported earnings.

Adjustments to the carrying value of BNPP's securities and derivatives portfolios and BNPP's own debt could have an impact on its net income and shareholders' equity

The carrying value of BNPP's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. Most of the adjustments are made on the basis of changes in fair value of its assets or its debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect its consolidated revenues and, as a result, its net income. All fair value adjustments affect shareholders' equity and, as a result, its capital adequacy ratios. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods.

The expected changes in accounting principles relating to financial instruments may have an impact on BNPP's balance sheet and regulatory capital ratios and result in additional costs

In July 2014, the International Accounting Standards Board published International Financial Reporting Standard 9 ("**IFRS 9**") "Financial Instruments", which is set to replace IAS 39 as from 1 January 2018 after its adoption by the European Union. The standard amends and complements the rules on the classification and measurement of financial instruments. It includes a new impairment model based on expected credit losses ("**ECL**"), while the current model is based on provisions for incurred losses, and new rules on general hedge accounting. The new approach based on ECL could result in substantial additional impairment charges for BNPP and add volatility to its regulatory capital ratios, and the costs incurred by BNPP relating to the implementation of such norms may have a negative impact on its results of operations.

BNPP's competitive position could be harmed if its reputation is damaged

Considering the highly competitive environment in the financial services industry, a reputation for financial strength and integrity is critical to BNPP's ability to attract and retain customers. BNPP's reputation could be harmed if it fails to adequately promote and market its products and services. BNPP's reputation could also be damaged if, as it increases its client base and the scale of its businesses, BNPP's comprehensive procedures and controls dealing with conflicts of interest fail, or appear to fail, to address conflicts of interest properly. At the same time, BNPP's reputation could be damaged by employee misconduct, fraud or misconduct by market participants to which BNPP is exposed, a decline in, a restatement of, or corrections to its financial results, as well as any adverse legal or regulatory action such as the settlement BNPP entered into in with the U.S. authorities for violations of U.S. laws and regulations regarding economic sanctions. Such risks to reputation have recently increased as a result of the growing use of social networks within the economic sphere. The loss of business that could result from damage to BNPP's reputation could have an adverse effect on its results of operations and financial position.

An interruption in or a breach of BNPP's information systems may result in material losses of client or customer information, damage to BNPP's reputation and lead to financial losses

As with most other banks, BNPP relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services (as illustrated by the launch of Hello bank! in 2014), and the development of cloud computing. Any failure or interruption or breach in security of these systems could result in failures or interruptions in BNPP's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems. BNPP cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, BNPP may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. Any failures of or interruptions in BNPP's information

systems and any subsequent disclosure of confidential information related to any client, counterpart or employee of BNPP (or any other person) or any intrusion or attack against BNPP's communication system could have an adverse effect on BNPP's reputation, financial condition and results of operations.

Unforeseen external events may disrupt BNPP's operations and cause substantial losses and additional costs

Unforeseen events such as an adverse change in the political, military or diplomatic environments, political and social unrest, severe natural disasters, a pandemic, terrorist attacks, military conflicts or other states of emergency could affect the demand for the products and services offered by BNPP, or lead to an abrupt interruption of BNPP's operations, in France or abroad, and could cause substantial losses that may not necessarily be covered by an insurance policy. Such losses can relate to property, financial assets, trading positions and key employees. Such unforeseen events could also lead to temporary or longer-term business interruption, additional costs (such as relocation of employees affected) and increase BNPP's costs (particularly insurance premiums)."

2. The risk factor entitled "*Risks Relating to BNPPF*" in the "Risk Factors" section of the Base Prospectus is deleted in its entirety and replaced with the following:

"Difficult market and economic conditions could in the future have a material adverse effect on the operating environment for financial institutions and hence on BNPPF's financial condition, results of operations and cost of risk.

As part of a global financial institution, the BNPPF's businesses can be highly sensitive to changes in the financial markets and economic conditions generally in Europe (especially in Belgium and Luxembourg). In recent years, BNPPF has been, and may again in the future be confronted with a significant deterioration of market and economic conditions resulting, among other things, from crises affecting sovereign debt, the capital markets, credit or liquidity markets, regional or global recessions, sharp fluctuations in commodity prices (including oil), currency exchange rates or interest rates, volatility in prices of financial derivatives, inflation or deflation, corporate or sovereign debt rating downgrades, restructurings or defaults, or adverse political and geopolitical events (such as natural disasters, pandemics, societal unrest, geopolitical tensions, acts of terrorism and military conflicts). Such disruptions, which may develop quickly and hence not be fully hedged, could affect the operating environment for financial institutions for short or extended periods and have a material adverse effect on BNPPF's financial condition, results of operations or cost of risk. In 2016, the macroeconomic environment could be subject to various specific risks, including geopolitical tensions, financial market volatility, slowdowns in China and emerging markets, weak growth in the Euro-zone, decreasing prices of commodities and the gradual unwinding of exceptionally accommodating monetary policies in the United States. Measures taken or that may be taken by central banks to stimulate growth and prevent deflation, including the "quantitative easing" measures announced by the European Central Bank (the "ECB") in January and December 2015, may prove to be insufficient or could have negative effects on the banking industry possibly bringing margin pressure but not necessarily lending volume growth.

Moreover, a resurgence of a sovereign debt crisis cannot be ruled out. In particular, European markets have experienced significant disruptions in recent years as a result of concerns regarding the ability of certain countries in the Euro-zone to refinance their debt obligations. At several points in recent years these disruptions caused tightened credit markets, increased volatility in the exchange rate of the euro against other major currencies, affected the levels of stock market indices and created uncertainty regarding the economic prospects of certain countries in the European Union as well as the quality of bank loans to sovereign debtors in the European Union. BNPPF holds and in the future may hold substantial portfolios of sovereign debt and has and may in the future have substantial amounts of loans outstanding to sovereign borrowers; a new sovereign debt crisis could cause it to incur impairment charges or losses on sales. BNPPF is also active in the interbank financial market and as a result, is indirectly exposed to risks relating to financial institutions with which it does business. More generally, the sovereign debt crisis has had, and may could again in the future have, an indirect impact on financial markets and, increasingly, economies, in Europe and worldwide, and more generally on the environment in which BNPPF operates.

If economic conditions in Europe or in other parts of the world were to deteriorate due among other things to concerns over the European economy (in turn triggered by the heightened risk of or even the occurrence of a sovereign default, the failure of a significant financial institution or the exit of a country from the Euro-zone), a continued decline in oil and commodity prices, a continued or increased slowdown of economic growth in emerging countries and China in particular, terrorist attacks or political instability, the resulting market and political disruptions could have a significant adverse impact on the credit quality of BNPPF's customers and financial institution counterparties, on market parameters such as interest rates, foreign exchange rates and stock market indices, and on BNPPF's results of operations, liquidity, ability to raise financing on acceptable terms and financial condition.

Legislative action and regulatory measures taken in response to the global financial crisis may materially impact BNPPF and the financial and economic environment in which it operates

In the past few years, laws and regulations recently have been enacted, adopted or proposed in particular in Europe and the United States, with a view to introduce a number of changes, some permanent, in the financial environment. The impact of the new measures has changed substantially the environment in which BNPPF and other financial institutions operate. The new measures that have been or may be proposed and adopted include more stringent capital and liquidity requirements (particularly for large global banking groups such as BNP Paribas Group), taxes on financial transactions, restrictions and increased taxes on employee compensation over specified levels, restrictions on certain types of activities considered as speculative undertaken by commercial banks that will be prohibited or need to be ring-fenced in subsidiaries (particularly proprietary trading), restrictions or prohibitions on certain types of financial products or activities, enhanced recovery and resolution regimes, revised risk-weighting methodologies, increased internal control and reporting requirements with respect to certain activities, more stringent governance and conduct of business rules, more extensive market abuse regulations, measures to improve the transparency and efficiency of financial markets and in particular to regulate high frequency trading, increased regulation of certain types of financial products including mandatory reporting of derivative and securities financing transactions, requirements either to mandatorily clear, or otherwise mitigate risks in relation to, over-the-counter derivative transactions (including through posting of collateral in respect of non-centrally cleared derivatives), and the creation of new and strengthened regulatory bodies. Many of these measures have been adopted and are already applicable to BNPPF. The principal such measures are summarized below.

At the European level, many of the provisions of the EU Directive and Regulation on prudential requirements "CRD 4/CRR" dated 26 June 2013, implementing the Basel III capital requirements, took effect as of 1 January 2014 and many delegated and implementing acts provided for in the Directive and Regulation CRD 4/CRR were adopted in 2014. The prudential ratio requirements and the designation of BNPPF as a systemically important financial institution increased BNPPF's prudential requirements and may limit its ability to extend credit or to hold certain assets, particularly those with longer maturities. In 2011-2012, BNPPF implemented an adaptation plan in anticipation of these requirements, including reducing its balance sheet and bolstering its capital. In addition, the Financial Stability Board published on 9 November 2015 the final principles and term sheet regarding TLAC (or "total loss absorbing capacity"), which will require "Global Systemically Important Banks" (including BNPPF) to maintain a significant amount of liabilities and instruments readily available for bail-in, in addition to the Basel III capital requirements, in order to enable authorities to implement an orderly resolution that minimises impacts on financial stability, maintains the continuity of critical functions, and avoids exposing public funds to loss. Given the timing and manner of their adoption, the full impact of TLAC requirements on BNPPF cannot be accurately predicted and could cause its financing costs to increase.

Regarding the European "Banking Union", the European Union adopted, in October 2013, a Single Supervisory Mechanism ("SSM") under the supervision of the ECB; as a consequence, since November 2014, BNPPF, along with all institutions qualified as important in the Euro-zone, are now under the direct supervision of the ECB, with respect to prudential regulation matters entrusted to the ECB by Council Regulation dated 15 October 2013. Within the SSM, the ECB is, in particular, tasked with carrying out an annual supervisory review and evaluation process ("SREP") and stress tests, in connection with which it has powers to require banks to hold capital requirements in excess of minimum capital requirements in order to

address specific risks (so-called "Pillar 2" requirements), and more generally to impose additional liquidity requirements and possibly other regulatory measures. Such measures could have an adverse impact on BNPPF's results of operations and financial condition.

In addition to the SSM, the EU Bank Recovery and Resolution Directive of 15 May 2014 ("**BRRD**"), implemented in Belgium by the Belgian Banking Law of 25 April 2014, the Royal Decree of 18 December 2015 and the Royal Decree of 26 December 2015 amending the law of 25 April 2014, strengthens the tools to prevent and resolve banking crises, in particular, in order to ensure that any losses are borne in priority by banks' creditors and shareholders and to minimize taxpayers' exposure to losses and provides for the implementation of resolution funds at the national levels. Under the BRRD and the Law of 25 April 2014, the ACPR or the Single Resolution Board (the "**SRB**"), which was established by Regulation of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism ("**SRM**") and a Single Resolution Fund ("**SRF**"), may commence resolution proceedings in respect of a banking institution, such as BNPPF, with a view to ensure the continuity of critical functions, to avoid the risks of contagion and to recapitalize or restore the viability of the institution. Resolution tools are to be implemented so that, subject to certain exceptions, losses are borne first by shareholders, then by holders of capital instruments (such as subordinated bonds) qualifying as additional tier 1 and tier 2 instruments, and finally by creditors in accordance with the order of their claims in normal insolvency proceedings. Certain powers, including the power to write-down capital instruments (including subordinated bonds), can also be exercised as a precautionary measure, outside of resolution proceedings. The implementation of these tools and powers may result in significant structural changes to the relevant financial institutions (including as a result of asset or business sales or the creation of bridge institutions) and in a partial or total write-down of claims of their shareholders and creditors (including subordinated and senior creditors).

Pursuant to the SRM, on 19 December 2014, the Council adopted the proposal for a Council implementing act to calculate the contributions of banks to the SRF, which replaces national resolution funds as from 1 January 2016 and provides for annual contributions to the SRF to be made by banks calculated on the basis of their liabilities, excluding own funds and covered deposits and adjusted for risks. Moreover, the Regulation of the European Commission dated 21 October 2014, adopted pursuant to the BRRD provides for an obligation for banks to have adequate financial resources to ensure the effective application of the resolution tools and powers by the relevant resolution authority. In this context, the resolution authorities, such as the ACPR or the SRB, shall determine the annual contributions to be paid to resolution financing arrangements by each banking institution in proportion to its risk profile. As a consequence, contributions to the SRF and to resolution financing arrangements will be significant for BNPPF, will result in an increase in fees and will, as a consequence, weigh on BNPPF's results of operations.

Moreover, the Directive of 16 April 2014 on deposit guarantee schemes, transposed into Belgian law by the Law of 25 April 2014 created national deposit guarantee schemes. Other proposals for legislative and regulatory reforms could also have an impact if they were enacted into law. Thus, a draft European Parliament Regulation dated 24 November 2015 completed such Directive of 16 April 2014 through a step plan to create a European deposit insurance scheme that will progressively cover all or part of participating national deposit guarantee schemes.

Furthermore, a proposal for a Regulation of the European Parliament and of the Council of 29 January 2014 on structural measures improving the resilience of EU credit institutions, as amended on 19 June 2015, would prohibit certain proprietary trading activities by European credit institutions that meet certain criteria (particularly as to size) and require them to conduct certain high-risk trading activities only through subsidiaries.

Finally, new regulations designed to enhance the transparency and soundness of financial markets, such as the so-called "EMIR" Regulation of 4 July 2012 on OTC derivatives, central counterparties and trade repositories and the measures adopted or to be adopted thereunder (including in relation to collateral requirements for non-centrally cleared derivatives), Regulation of 25 November 2015 on transparency of

securities financing transactions and Directive and Regulation of 15 May 2014 on markets in financial instruments ("**MiFID 2**") may be a source of additional uncertainty and compliance risk and, more generally, the costs incurred due to the implementation of such regulations may have a negative impact on the profitability of certain activities currently conducted by BNPPF and weigh on BNPPF's results of operations and financial condition.

Bank regulation in the United States has been substantially changed and expanded in the wake of the financial crisis, including most recently as follows. The U.S. Federal Reserve's final rule imposing enhanced prudential standards on the U.S. operations of large foreign banks will require BNPP, the parent company of BNPPF, to create a new intermediate holding company ("**IHC**") for its U.S. subsidiaries by 1 July 2016, which will be required to comply with risk-based and leverage capital requirements, liquidity requirements, supervisory stress testing and capital planning requirements as well as other prudential requirements on a stand-alone basis. Under proposals that remain under consideration, the IHC and the combined U.S. operations of BNPP may become subject to limits on credit exposures to any single counterparty, and the combined U.S. operations of BNPP may also become subject to an early remediation regime which could be triggered by risk-based capital, leverage, stress tests, liquidity, risk management and market indicators. The Federal Reserve has also indicated that it is considering future rulemakings that could apply the U.S. rules implementing the Basel III liquidity coverage ratio to the U.S. operations of certain large foreign banking organizations. On 30 November 2015, the U.S. Federal Reserve published proposed rules that would implement in the United States the Financial Stability Board's standards for a TLAC framework. The proposed rules would require, among other things, BNPP's intermediate U.S. holding company to maintain minimum amounts of "internal" TLAC, which would include minimum levels of tier 1 capital and long-term debt satisfying certain eligibility criteria and a related TLAC buffer commencing 1 January 2019. BNPP's intermediate U.S. holding company would be required to issue all such TLAC instruments to a foreign parent entity (a non-U.S. entity that controls the intermediate holding company). The proposed rules would also impose limitations on the types of financial transactions that BNPP's intermediate holding company could engage in. Finally, the "Volcker Rule", adopted by the U.S. regulatory authorities in December 2013, places certain restrictions on the ability of U.S. and non-U.S. banking entities, including BNPP and its affiliates, to engage in proprietary trading and to sponsor or invest in private equity and hedge funds. BNPP was generally required to come into compliance with the Volcker Rule by July 2015, although the U.S. Federal Reserve has indicated that the conformance deadline for pre-2014 "legacy" investments in and relationships with private equity funds and hedge funds will be extended until 21 July 2017. The Volcker Rule's implementing regulations are highly complex and may be subject to further regulatory interpretation and guidance, and its full impact will not be known with certainty for some time. U.S. regulators have also recently adopted or proposed new rules regulating OTC derivatives activities under Title VII of the Dodd-Frank Wall Street Reform and Consumer Protection Act. In late 2015, the U.S. Federal Reserve and other U.S. banking regulators finalized margin requirements applicable to uncleared swaps and security-based swaps entered into by swap dealers, major swap participants, security-based swap dealers and major security-based swap participants that are regulated by one of the U.S. banking regulators, including BNPP. These margin requirements, which are scheduled to come into effect in phases beginning in September 2016, will require BNPP to post and collect additional, high-quality collateral for certain transactions, which will increase the costs of uncleared swaps and security-based swaps offered by BNPP to its customers who are "U.S. persons" as defined under the rules which apply globally. The U.S. Securities and Exchange Commission also finalized rules in 2015 requiring the registration of security-based swap dealers and major security-based swap participants as well as obligations relating to transparency and mandatory reporting of security-based swap transactions. Further rules and regulations are expected in 2016 to complete this regulatory framework. The scope and timing for the implementation of these requirements, and therefore their impact on BNPP's swap business, is difficult to predict at this stage.

In sum, extensive legislative and regulatory reform in respect of financial institutions has been enacted in recent years and some remains in progress. It is impossible to accurately predict which additional measures will be adopted or to determine the exact content of such measures and, given the complexity and uncertainty of a number of these measures, their ultimate impact on BNPPF. The overall effect of these measures, whether already adopted or in the process of being adopted, may be to restrict BNPPF's ability to allocate

and apply capital and funding resources, limit its ability to diversify risk, reduce the availability of certain funding and liquidity resources, increase its funding costs, increase the cost for or reduce the demand for the products and services it offers, result in the obligation to carry out internal reorganizations, structural changes or divestitures, affect its ability to conduct (or impose limitations on) certain types of business as currently conducted, limit its ability to attract and retain talent, and, more generally, affect its competitiveness and profitability, which would in turn have an adverse effect on its business, financial condition, and results of operations..

BNPPF's access to and cost of funding could be adversely affected by a deterioration of the Euro-zone sovereign debt crisis, worsening economic conditions, a ratings downgrade, increases in credit spreads or other factors.

The financial crisis, the Euro-zone sovereign debt crisis as well as the general macroeconomic environment adversely affected the availability and cost of funding for European banks during the past few years. This was due to several factors, including a sharp increase in the perception of bank credit risk due to their exposure to sovereign debt in particular, credit rating downgrades of sovereigns and of banks, and debt market speculation. Many European banks, including BNPPF, experienced restricted access to wholesale debt markets and to the interbank market, as well as a general increase in their cost of funding. Accordingly, reliance on direct borrowing from the European Central Bank increased substantially. Were such adverse credit market conditions to persist for an extended period or worsen due to factors relating to the economy or the financial industry in general or to BNPPF in particular (such as ratings downgrades), the effect on the liquidity of the European financial sector in general and BNPPF in particular could be materially adverse . and have a negative impact on BNPPF's results of operations and financial condition.

BNPPF's cost of funding may also be influenced by the credit rating on its long-term debt. Any downgrade in the credit ratings by any of the three principal rating agencies may increase BNPPF borrowing costs.

BNPPF's cost of obtaining long-term unsecured funding from market investors is also directly related to its credit spreads, which in turn depend to a certain extent on its credit ratings. Increases in credit spreads can significantly increase BNPPF's cost of funding. Changes in credit spreads are continuous, market-driven, and subject at times to unpredictable and highly volatile movements. Credit spreads are also influenced by market perceptions of creditworthiness of BNPPF.

A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition.

In connection with its lending activities, BNPPF regularly establishes provisions for loan losses. BNPPF's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPPF uses its best efforts to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of increases in non-performing assets or for other reasons, as was the case in the second half of 2008 and throughout 2009. Any significant increase in provisions for loan losses or a significant change in BNPPF's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPPF's results of operations and financial condition.

BNPPF may incur significant losses on its trading and investment activities due to market fluctuations and volatility.

BNPPF maintains trading and investment positions in the debt and currency markets, and in private equity, property and other assets, including through derivative contracts. These positions could be adversely affected by volatility in financial and other markets, i.e. the degree to which prices fluctuate over a particular period in a particular market, regardless of market levels. The capital and credit markets have been experiencing unprecedented volatility and disruption since mid-2007 and particularly since the bankruptcy filing of

Lehman Brothers in mid-September 2008. As a result BNPPF incurred significant losses on its trading and investment activities. There can be no assurance that this extreme volatility and market disruption will not re-occur in the future but BNPPF has taken action, where possible, to decrease the trading exposure and to decrease the size of the potential losses on its trading activities as a result. Volatility trends (or other trends in parameters that are sensitive to market fluctuations such as correlations) that prove substantially different from BNPPF's expectations may lead to losses relating to a broad range of other trading and hedging products BNPPF uses, including swaps, forwards and futures, options and structured products.

To the extent that BNPPF owns assets, or has net long positions, in any of those markets, a market downturn could result in losses from a decline in the value of its ALM positions. Conversely, to the extent that BNPPF has sold assets that it does not own or has net short positions in any of those markets, a market upturn could, in spite of the existing limitation of risks and control systems, expose it to potentially substantial losses as it attempts to cover its net short positions by acquiring assets in a rising market. BNPPF may from time to time hold a long position in one asset and a short position in another, in order to hedge transactions with clients and/or from which it expects to gain based on changes in the relative value of the two assets. If, however, the relative value of the two assets changes in a direction or manner that BNPPF did not anticipate or against which it is not hedged, BNPPF might realise a loss on those paired positions. Such losses, if significant, could adversely affect BNPPF's results and financial condition.

BNPPF may generate lower revenues from brokerage and other commission and fee-based businesses during market downturns.

Financial and economic conditions affect the number and size of transactions for which BNPPF provides securities underwriting, financial advisory and other investment banking services. BNPPF's revenues, which include fees from these services, are directly related to the number and size of the transactions in which it participates and can thus be significantly affected by economic or financial changes that are unfavourable to its Investment Banking business and clients. In addition, because the fees that BNPPF charges for managing its clients' portfolios are in many cases based on the value or on the performance of those portfolios, a market downturn that reduces the value of its clients' portfolios or increases the amount of withdrawals would reduce the revenues BNPPF receives from its asset management, equity derivatives and private banking businesses. Even in the absence of a market downturn, below-market performance by BNPPF's mutual funds may result in increased withdrawals and reduced inflows, which would reduce the revenues BNPPF receives from its asset management business.

During recent market downturns in the last couple of years, BNPPF experienced all of these effects and a corresponding decrease in revenues in the relevant business lines. There can be no assurance that BNPPF will not experience similar trends in future market downturns, which may occur periodically and unexpectedly.

Protracted market declines can reduce liquidity in the markets, making it harder to sell assets and possibly leading to material losses.

In some of BNPPF's businesses, protracted market movements, particularly asset price declines, can reduce the level of activity in the market or reduce market liquidity. These developments can lead to material losses if BNPPF cannot close out deteriorating positions in a timely way. This is particularly true for assets that are intrinsically illiquid. Assets that are not traded on stock exchanges or other public trading markets, such as certain derivative contracts between financial institutions, may have values that BNPPF calculates using models rather than publicly-quoted prices. Monitoring the deterioration of prices of assets like these is difficult and could lead to unanticipated losses.

Significant interest rate changes could adversely affect BNPPF's revenues or profitability.

The amount of net interest income earned by BNPPF during any given period significantly affects its overall net banking income and profitability for that period. Interest rates are sensitive to many factors beyond BNPPF's control, such as the level of inflation and the monetary policies of states, and government decisions

relating to regulated savings rates. Changes in market interest rates could affect the interest rates charged on interest-earning assets differently than the interest rates paid on interest-bearing liabilities. Any adverse change in the yield curve could cause a decline in BNPPF's net interest income from its lending activities. In addition, maturity mismatches and increases in the interest rates relating to BNPPF's short-term financing may adversely affect BNPPF's profitability.

The prolonged low interest rate environment carries inherent systemic risks

The prolonged period of low interest rates since the 2008/2009 financial crisis may have contributed to, and may continue to contribute to, excessive risk-taking by financial market participants such as lengthening maturities of financings and assets held, more lenient lending standards and increased leveraged lending. Certain of the market participants that may have taken or may take additional or excessive risk are of systemic importance, and any unwinding of their positions during periods of market turbulence or stress (and hence reduced liquidity) could have a destabilizing effect on markets and could lead BNPPF to record operating losses or asset impairments.

The soundness and conduct of other financial institutions and market participants could adversely affect BNPPF.

BNPPF's ability to engage in funding, investment and derivative transactions could be adversely affected by the soundness of other financial institutions or market participants. Financial services institutions are interrelated as a result of trading, clearing, counterparty, funding or other relationships. As a result, defaults, or even rumours or questions about, one or more financial services institutions, or the financial services industry generally, may lead to market-wide liquidity problems and could lead to further losses or defaults. BNPPF has exposure to many counterparties in the financial industry, directly and indirectly, including brokers and dealers, commercial banks, investment banks, mutual and hedge funds, and other institutional clients, with which it regularly executes transactions. BNPPF can also be exposed to the risks related to the increasing involvement in the financial sector of players subject to little or no regulations (unregulated funds, trading venues or crowdfunding platforms). BNPPF is exposed to credit and counterparty risk in the event of default or financial distress of BNPPF's counterparties or clients. In addition, BNPPF's credit risk may be exacerbated when the collateral held by it cannot be realised upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to BNPPF or in case of a failure of a significant financial market participant such as a central counterparty. It is worth noting in this respect that regulatory changes requiring mandatory clearing of standardized over-the-counter (OTC) derivatives through central counterparties have resulted in an increase of the exposure of financial market participants to such central counterparties.

In addition, fraud or misconduct by financial market participants can have a material adverse effect on financial institutions due to the interrelated nature of the financial markets. An example is the fraud perpetrated by Bernard Madoff, as a result of which numerous financial institutions globally have announced losses or exposure to losses in substantial amounts.

There can be no assurance that any losses resulting from the risks summarised above will not materially and adversely affect BNPPF's results of operations.

BNPPF's competitive position could be harmed if its reputation is damaged.

In the highly competitive environment arising from globalisation and convergence in the financial services industry, a reputation for financial strength and integrity is critical to BNPPF's ability to attract and retain customers. BNPPF's reputation could be harmed if it fails to adequately promote and market its products and services. BNPPF's reputation could also be damaged if, as it increases its client base and the scale of its businesses, BNPPF's comprehensive procedures and controls dealing with conflicts of interest fail, or appear to fail, to address conflicts of interest properly. At the same time, BNPPF's reputation could be damaged also by other compliance risks, including but not limited to, employee misconduct, misconduct or fraud by market participants or funds to which BNPPF is exposed, a decline in, a restatement of, or corrections to its

financial results, as well as any adverse legal or regulatory action. Such risks to reputation have recently increased as a result of the growing use of social networks within the economic sphere. The loss of business that could result from damage to BNPPF's reputation could have an adverse effect on its results of operations and financial position.

An interruption in or a breach of BNPPF's information systems may result in material losses of client or customer information, damage to BNPPF's reputation and lead to financial losses.

As with most other banks, BNPPF relies heavily on communications and information systems to conduct its business. This dependency has increased with the spread of mobile and online banking services (as illustrated by the launch of Hello bank! in 2014), and the development of cloud computing. Any failure or interruption or breach in security of these systems could result in failures or interruptions in BNPPF's customer relationship management, general ledger, deposit, servicing and/or loan organisation systems. BNPPF cannot provide assurances that such failures or interruptions will not occur or, if they do occur, that they will be adequately addressed. An increasing number of companies (including financial institutions) have in recent years experienced intrusion attempts or even breaches of their information technology security, some of which have involved sophisticated and highly targeted attacks on their computer networks. Because the techniques used to obtain unauthorised access, disable or degrade service, steal confidential data or sabotage information systems have become more sophisticated, change frequently and often are not recognised until launched against a target, BNPPF may be unable to anticipate these techniques or to implement in a timely manner effective and efficient countermeasures. The occurrence of any failures or interruptions in BNPPF's information systems and any subsequent disclosure of confidential information related to any client, counterpart or employee of BNPPF (or any other person) or any intrusion or attack against BNPPF's communication system could have an adverse effect on BNPPF's reputation, financial condition and results of operations.

Unforeseen external events can interrupt BNPPF's operations and cause substantial losses and additional costs.

Unforeseen events such as an adverse change in the political, military or diplomatic environments, political and social unrest, severe natural disasters, terrorist attacks, military conflicts or other states of emergency could affect the demand for the products and services offered by BNPPF, or lead to an abrupt interruption of BNPPF's operations and, to the extent not covered by insurance, could cause substantial losses that may not necessarily be covered by an insurance policy. Such losses can relate to property, financial assets, trading positions and key employees. Such unforeseen events could also lead to temporary or longer-term business interruption, additional costs (such as relocation of employees affected) and increase BNPPF's costs (particularly insurance premiums).

BNPPF may incur substantial fines and other administrative and criminal penalties for non-compliance with applicable laws and regulations, and may also incur losses in related (or unrelated) litigation with private parties. BNPPF is exposed to regulatory compliance risk, such as the inability to comply fully with the laws, regulations, codes of conduct, professional norms or recommendations applicable to the financial services industry. This risk is exacerbated by the adoption by different countries of multiple and occasionally diverging and even conflicting legal or regulatory requirements. Besides damage to BNPPF's reputation and private rights of action, non-compliance could lead to significant legal proceedings, fines and expenses, public reprimand, enforced suspension of operations or, in extreme cases, withdrawal of operating licenses. This risk is further exacerbated by continuously increasing regulatory oversight. This is the case in particular with respect to money laundering, the financing of terrorist activities or transactions with countries that are subject to economic sanctions.

BNPPF is subject to extensive and evolving regulatory regimes in the countries and regions in which it operates.

BNPPF is exposed to the risk of legislative or regulatory changes in all of the countries in which it operates, including, but not limited to, the following:

- monetary, liquidity, interest rate and other policies of central banks and regulatory authorities;
- general changes in government or regulatory policy that may significantly influence investor decisions, in particular in the markets in which BNPPF operates;
- general changes in regulatory requirements applicable to the financial industry, such as rules relating to applicable capital adequacy and liquidity frameworks;
- general changes in securities regulations, including financial reporting and market abuse regulations;
- general changes in the regulation of market infrastructures, such as trading venues, central counterparties, central securities depositories, and payment and settlement systems;
- changes in tax legislation or the application thereof;
- changes in accounting norms;
- changes in rules and procedures relating to internal controls; and
- expropriation, nationalisation, confiscation of assets and changes in legislation relating to foreign ownership.

These changes, the scope and implications of which are highly unpredictable, could substantially affect BNPPF, and have an adverse effect on its business, financial condition and results of operations. Some reforms not aimed specifically at financial institutions, such as measures relating to the funds industry or promoting technological innovation (such as open data projects), could facilitate the entry of new players in the financial services sector or otherwise affect BNPPF's business model, competitiveness and profitability, which could in turn affect its financial condition and results of operations.

Notwithstanding BNPPF risk management policies, procedures and methods, it could still be exposed to unidentified or unanticipated risks, which could lead to material losses.

BNPPF has devoted significant resources to developing its risk management policies, procedures and assessment methods and intends to continue to do so in the future. Nonetheless, BNPPF's risk management techniques and strategies may not be fully effective in mitigating its risk exposure in all economic and market environments or against all types of risk, particularly risks that BNPPF may have failed to identify or anticipate. BNPPF's ability to assess the creditworthiness of its customers or to estimate the values of its assets may be impaired if, as a result of market turmoil such as that experienced in recent years, the models and approaches it uses become less predictive of future behaviour, valuations, assumptions or estimates. Some of BNPPF's qualitative tools and metrics for managing risk are based on its use of observed historical market behaviour. BNPPF applies statistical and other tools to these observations to arrive at quantifications of its risk exposures. The process used to estimate losses inherent in its credit exposure or estimate the value of certain assets requires difficult, subjective, and complex judgments, including forecasts of economic conditions and how these economic predictions might impair the ability of its borrowers to repay their loans or impact the value of assets, which may, during periods of market disruption, be incapable of accurate estimation and, in turn, impact the reliability of the process. These tools and metrics may fail to predict future risk exposures, e.g. if BNPPF does not anticipate or correctly evaluate certain factors in its statistical models, or upon the occurrence of an event deemed extremely unlikely by the tools and metrics. This would limit BNPPF's ability to manage its risks. BNPPF's losses could therefore be significantly greater than the historical measures indicate. In addition, BNPPF's quantified modelling does not take all risks into account. Its more qualitative approach to managing certain risks could prove insufficient, exposing it to material unanticipated losses.

BNPPF's hedging strategies may not prevent losses.

If any of the variety of instruments and strategies that BNPPF uses to hedge its exposure to various types of risk in its businesses is not effective, BNPPF may incur losses. Many of its strategies are based on historical trading patterns and correlations. For example, if BNPPF holds a long position in an asset, it may hedge that position by taking a short position in another asset where the short position has historically moved in a direction that would offset a change in the value of the long position. However, the hedging strategies may not protect against all future risks or may not be fully effective in mitigating BNPPF's risk exposure in all market environments or against all types of risk in the future. Unexpected market developments may also reduce the effectiveness of BNPPF's hedging strategies. In addition, the manner in which gains and losses resulting from certain ineffective hedges are recorded may result in additional volatility in BNPPF's reported earnings.

Intense competition in the financial services industry could adversely affect BNPPF revenues and profitability.

There is substantial competition in Belgium, Luxembourg and the other regions in which BNPPF carries on business for the types of banking, asset management and insurance, and other products and services BNPPF provides.

Such competition is most pronounced in the core Benelux markets of BNPPF where BNPPF faces competition from companies such as KBC Bank, ING Group, Belfius and BIL. As a result, BNPPF's strategy is to maintain customer loyalty and retention, which can be influenced by a number of factors, including service levels, the prices and attributes of products and services, financial strength and actions taken by competitors. If BNPPF is unable to compete with attractive product and service offerings that are profitable, BNPPF may lose market share or incur losses on some or all of BNPPF's activities.

Competitive pressures could result in increased pricing pressures on a number of BNPPF's products and services, particularly as competitors seek to win market share, and may harm BNPPF's ability to maintain or increase profitability.

In addition, competition in the banking industry could intensify as a result of consolidation in the financial services area or as a result of the presence of new players in the payment and the financing services area or the development of crowdfunding. In particular, competitors subject to less extensive regulatory requirements or to less strict capital requirements (e.g., debt funds, shadow banks), or benefiting from economies of scale, data synergies or technological innovation (e.g., internet and mobile operators, fintechs), could be more competitive. If BNPPF is unable to respond to the competitive environment in Benelux by offering attractive and profitable product and service solutions, it may lose market share in key areas of its business or incur losses on some or all of its activities. In addition, downturns in the economies of its principal markets could add to the competitive pressure, through, for example, increased price pressure and lower business volumes for BNPPF and its competitors. It is also possible that the increased presence in the global marketplace of nationalised financial institutions, or financial institutions benefiting from State guarantees or other similar advantages, following the recent financial crisis or the imposition of more stringent requirements (particularly capital requirements and activity restrictions) on larger or systematically significant financial institutions could lead to distortions in competition in a manner adverse to large private-sector institutions such as BNPPF.

Litigation or other proceedings or actions may adversely affect BNPPF's business, financial condition and results of operations.

In its normal course of business, BNPPF is subject to the risk of litigation by customers, employees or others through private actions, class actions, administrative proceedings, regulatory actions or other litigation. The outcome of litigation or similar proceedings or actions is difficult to assess or quantify. Plaintiffs in these types of actions may seek recovery of large or indeterminate amounts or other remedies that may affect BNPPF's ability to conduct business, and the magnitude of the potential loss relating to such actions may remain unknown for substantial periods of time. The cost to defend future actions may be significant. There may also be adverse publicity associated with litigation that could decrease customer acceptance of BNPPF's

services, regardless of whether the allegations are valid or whether BNPPF is ultimately found liable. As a result, the possibility cannot be ruled out that the outcome of such litigations or investigations may adversely affect BNPPF's business, financial condition and results of operations.

Furthermore, several (previous) shareholders and entities representing shareholders of Ageas SA/NV (previously Fortis SA/NV and Fortis N.V.) have initiated proceedings in Belgium and in The Netherlands against, amongst others, BNPPF in connection with events and developments in respect of the former Fortis group between May 2007 and October 2008, amongst others in connection with the rights issue of Ageas SA/NV in October 2007. In February 2013 the public prosecutor in Brussels has requested the court ("*raadkamer/chambre du conseil*") to refer certain individuals for trial before the Criminal court of Brussels in respect of certain of these events and developments. Investigation is still ongoing. Moreover, other litigations or investigations are pending in relation to the restructuring of the former Fortis group. It cannot be ruled out that the outcome of such litigations and/or investigations might also have an impact on BNPPF.

More information on these litigations and investigations can be found under Note 8.m (*Contingent assets and liabilities*) on pages 213 to 215 in the 2014 annual report of BNP Paribas Fortis for the year ended December 2014.

A deterioration of the credit rating of BNP Paribas of its debt quality could adversely affect BNPPF

As part of the BNP Paribas Group, BNPPF can be highly sensitive to a downgrade by rating agencies of the rating of the parent company of the BNP Paribas Group or a deterioration of its debt quality. BNP Paribas took control of BNPPF on 12 May 2009 (formerly Fortis Bank NV/SA) and subsequently increased its stake in BNPPF to 74.93 per cent. BNP Paribas is now the major shareholder of BNPPF.

While each of BNPPF's businesses manages its operational risks, these risks remain an inherent part of all of BNPPF's businesses

BNPPF is subject to operational risk because of the uncertainty inherent in all business undertakings and decisions. This risk can be broken down into business risk and event risk.

Business risk is the risk of 'being in business', which affects any enterprise, financial or non-financial. It is the risk of loss due to changes in the competitive environment that damage the business's franchise or operating economics. Typically, the fluctuation originates with variations in volume, pricing or margins against a fixed cost base. Business risk is thus mostly externally driven (by regulatory, fiscal, market and or competition changes, as well as strategic, reputation risks and other related risks).

Event risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events. This definition includes legal and compliance risk. Event risk is often internally driven (internal and external fraud involving employees, clients, products and business practices, as well as technological and infrastructure failures and other related malfunctions) and can be limited through management processes and controls.

BNPPF attempts to keep these risks at appropriate levels by maintaining a sound and well controlled environment in light of the characteristics of its business, the markets and the regulatory environments in which BNPPF operates. While these control measures mitigate operational risks they do not eliminate them.

BNPPF has significant counterparty risk exposure and exposure to systemic risks

BNPPF's business is subject to general credit risks, including credit risks of borrowers and other counterparties. Third parties that owe BNPPF money, securities or other assets may not pay or perform under their obligations. These parties include borrowers under loans made, the issuers whose securities BNPPF holds, customers, trading counterparties, counterparties under swaps and credit and other derivative contracts, clearing agents, exchanges, clearing houses and other financial intermediaries. These parties may

default on their obligations to BNPPF due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure or other reasons.

In addition, in the past, the general credit environment has been adversely affected by significant instances of fraud. Concerns about, or a default by, one institution could lead to significant liquidity problems, losses or defaults by other institutions because the commercial soundness of many financial institutions may be closely related as a result of their credit, trading, clearing or other relationships. This risk is sometimes referred to as "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges with whom BNPPF interacts on a daily basis, and could have an adverse effect on BNPPF's business.

Uncertainty linked to fair value accounting and use of estimates

According to BNPPF's valuation rules financial assets can be carried at fair value through profit or loss. Concerned assets include financial assets held for trading, including non-cash flow hedging derivatives, and financial assets that BNPPF has irrevocably designated to be held at fair value through profit or loss ('fair value option'). The fair value of a financial instrument is determined based on quoted prices in active markets. When quoted prices in active markets are not available, valuation techniques are used. Valuation techniques make maximum use of market inputs but are affected by the assumptions used, including discount rates and estimates of future cash flows, and take into consideration, where applicable, model risks. Such techniques include market prices of comparable investments, discounted cash flows, option pricing models and market multiples valuation methods. In the rare case where it is not possible to determine the fair value of a financial instrument, it is accounted for at cost. The effect of changing the assumptions for those financial instruments for which the fair values are measured using valuation techniques that are determined in full or in part on assumptions that are not supported by observable inputs may have a material adverse effect on BNPPF's earnings.

The preparation of financial statements in conformity with IFRS requires the use of certain accounting estimates and assumptions. It also requires management to exercise its judgment in the process of applying these accounting policies. Actual results may differ from those estimates and judgmental decisions.

Financial institutions may use different accounting categorisations for the same or similar financial assets due to their different intentions regarding those assets. In determining fair value of financial instruments, different financial institutions may use different valuation techniques, assumptions, judgments and estimates which may result in lower or higher fair values for such financial instruments.

Risks related to the implementation of BNP Paribas Group's strategic plans

BNP Paribas Group has announced a certain number of strategic objectives, in particular in a strategic plan for the 2014-2016 period presented in March 2014 and a transformation plan for CIB for the 2016-2019 period presented in February 2016. These plans contemplate a number of initiatives, including simplifying BNP Paribas Group's organisation and operations, continuing to improve operating efficiency, adapting certain businesses to their economic, regulatory and technological environment and implementing various business development initiatives.

The plans include a number of financial targets and objectives relating to net banking income, operating costs, net income, capital adequacy ratios and return on equity, among other things. These financial targets and objectives were established primarily for purposes of internal planning and allocation of resources, and are based on a number of assumptions with regard to business and economic conditions. On 5 February 2015 and 5 February 2016, BNPP provided updates regarding the implementation of the 2014-2016 strategic plan and presented the transformation plan of CIB 2016-2019 on 5 February 2016.

A substantial increase in new provisions or a shortfall in the level of previously recorded provisions could adversely affect BNPPF's results of operations and financial condition

In connection with its lending activities, BNPPF regularly establishes provisions for loan losses, which are recorded in its profit and loss account under "cost of risk". BNPPF's overall level of provisions is based on its assessment of prior loss experience, the volume and type of lending being conducted, industry standards, past due loans, economic conditions and other factors related to the recoverability of various loans. Although BNPPF seeks to establish an appropriate level of provisions, its lending businesses may have to increase their provisions for loan losses substantially in the future as a result of deteriorating economic conditions or other causes. Any significant increase in provisions for loan losses or a significant change in BNPPF's estimate of the risk of loss inherent in its portfolio of non-impaired loans, as well as the occurrence of loan losses in excess of the related provisions, could have a material adverse effect on BNPPF's results of operations and financial condition.

BNPPF also establishes provisions for contingencies and charges including in particular provisions for litigations. Any loss arising from a risk that has not already been provisioned or that is greater than the amount of the provision would have a negative impact on BNPPF's results of operation and, potentially, its financial condition.

Adjustments to the carrying value of BNPPF's securities and derivatives portfolios and BNPPF's own debt could have an impact on its net income and shareholders' equity

The carrying value of BNPPF's securities and derivatives portfolios and certain other assets, as well as its own debt, in its balance sheet is adjusted as of each financial statement date. Most of the adjustments are made on the basis of changes in fair value of its assets or its debt during an accounting period, with the changes recorded either in the income statement or directly in shareholders' equity. Changes that are recorded in the income statement, to the extent not offset by opposite changes in the value of other assets, affect its consolidated revenues and, as a result, its net income. All fair value adjustments affect shareholders' equity and, as a result, its capital adequacy ratios. The fact that fair value adjustments are recorded in one accounting period does not mean that further adjustments will not be needed in subsequent periods.

The expected changes in accounting principles relating to financial instruments may have an impact on BNPPF's balance sheet and regulatory capital ratios and result in additional costs

In July 2014, the International Accounting Standards Board published International Financial Reporting Standard 9 ("**IFRS 9**") "Financial Instruments", which is set to replace IAS 39 as from 1 January 2018 after its adoption by the European Union. The standard amends and complements the rules on the classification and measurement of financial instruments. It includes a new impairment model based on expected credit losses ("**ECL**"), while the current model is based on provisions for incurred losses, and new rules on general hedge accounting. The new approach based on ECL could result in substantial additional impairment charges for BNPPF and add volatility to its regulatory capital ratios, and the costs incurred by BNPPF relating to the implementation of such norms may have a negative impact on its results of operations.

BNPPF's actual results could vary significantly from these targets and objectives for a number of reasons, including the occurrence of one or more of the risk factors described elsewhere in this section."

3. The risk factor entitled "*EU Resolution and Recovery Directive*" in the "Risk Factors" section of the Base Prospectus is amended as follows:

(a) The second and third paragraphs are deleted and replaced with the following:

"The BRRD contains four resolution tools and powers which may be used alone or in combination where the relevant resolution authority considers that (a) an institution is failing or likely to fail, (b) there is no reasonable prospect that any alternative private sector measures would prevent the failure of such institution within a reasonable timeframe, and (c) a resolution action is in the public interest: (i) sale of business – enables resolution authorities to direct the sale of the firm or the whole or part of its business on commercial terms without requiring the consent of the shareholders or complying with the procedural requirements that

would otherwise apply; (ii) bridge institution – which enables resolution authorities to transfer all or part of the business of the firm to a "bridge bank" (a public controlled entity holding such business or part of a business with a view to reselling it); (iii) asset separation – which enables resolution authorities to transfer impaired or problem assets to one or more publicly owned asset management vehicles to allow them to be managed with a view to maximising their value through eventual sale or orderly wind-down (this can be used together with another resolution tool only); and (iv) bail-in – which gives resolution authorities the power to write down certain claims of unsecured creditors of a failing institution and to convert certain unsecured debt claims including Securities to equity (the "**general bail-in tool**"), which equity could also be subject to any future application of the general bail-in tool."

(b) The sixth and seventh paragraphs are deleted and replaced with the following:

"The powers set out in the BRRD impact how credit institutions and investment firms are managed as well as, in certain circumstances, the rights of creditors. The impact of the BRRD and its implementing provisions on credit institutions, is currently unclear but its current and future implementation and application to any relevant Issuer or Guarantor or the taking of any action under it could materially affect the activity and financial condition of any relevant Issuer or Guarantor and the value of any Securities.

As a result of the implementation of BRRD, holders of Securities may be subject to write-down or conversion into equity on any application of the general bail-in tool, which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD or any suggestion of such exercise could, therefore, materially adversely affect the rights of holders of Securities, the price or value of their investment in any Securities and/or the ability of the relevant Issuer and/or the Guarantor to satisfy its obligations under any Securities and/or the Guarantee."

(c) The paragraph under the sub-heading "*Implementation of BRRD in France*" is deleted and replaced with the following:

"The implementation of the BRRD in France was made by two main texts of legislative nature. First, the banking law dated 26 July 2013 regarding the separation and the regulation of banking activities (*Loi de séparation et de régulation des activités bancaires*) (as modified by the *ordonnance* dated 20 February 2014 (*Ordonnance portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*)) (the "**Banking Law**") had anticipated the implementation of the BRRD. Secondly, Ordinance no. 2015-1024 dated 20 August 2015 (*Ordonnance no 2015-1024 du 20 août 2015 portant diverses dispositions d'adaptation de la législation au droit de l'Union européenne en matière financière*) (the "**Ordinance**") published in the Official Journal on 21 August 2015 has introduced various provisions amending and supplementing the Banking Law to adapt French law to European Union legislation regarding financial matters. Many of the provisions contained in the BRRD were already similar in effect to provisions contained in the Banking Law. Decree no. 2015-1160 dated 17 September 2015 and three orders dated 11 September 2015 (*décret et arrêtés*) implementing provisions of the Ordinance regarding (i) recovery planning, (ii) resolution planning and (iii) criteria to assess the resolvability of an institution or group, have been published on 20 September 2015 to mostly implement the BRRD in France. The precise changes which will be made by future decree(s) and order(s) remain unknown at this stage.

The impact of the BRRD and its implementing provisions on credit institutions, including BNPP, is currently unclear but its current and future implementation and application to BNPP or the taking of any action under it could materially affect the activity and financial condition of BNPP and the value of any Securities.

The French *Code monétaire et financier*, as amended by the Ordinance also provides that in exceptional circumstances, where the general bail-in tool is applied, the relevant resolution authority may exclude or partially exclude certain liabilities from the application of the write-down or conversion powers, in particular where: (a) it is not possible to bail-in that liability within a reasonable time; (b) the exclusion is strictly necessary and is proportionate to achieve the continuity of critical functions and core business lines of the

institution under resolution; (c) the exclusion is strictly necessary and proportionate to avoid giving rise to widespread contagion, which would severely disrupt the functioning of financial markets, including of financial market infrastructures, in a manner that could cause a serious disturbance to the economy of a Member State of the European Union or of the European Union; or (d) the application of the general bail-in tool to those liabilities would cause a destruction in value such that the losses borne by other creditors would be higher than if those liabilities were excluded from bail-in. Consequently, where the relevant resolution authority decides to exclude or partially exclude an eligible liability or class of eligible liabilities, the level of write down or conversion applied to other eligible liabilities – due to Holders as the case may be - when not excluded, may be increased to take account of such exclusions. Subsequently, if the losses that would have been borne by those liabilities have not been passed on fully to other creditors, the French "Resolution and Deposits Guarantee Fund" (*Fonds de garantie des dépôts et de résolution*) or any other equivalent arrangement from a Member State, may make a contribution to the institution under resolution, under certain limits, including the requirement that such contribution does not exceed 5% of the global liabilities of such institution to (i) cover any losses which have not been absorbed by eligible liabilities and restore the net asset value of the institution under resolution to zero and/or (ii) purchase shares or other instruments of ownership or capital instruments in the institution under resolution, in order to recapitalise the institution. The last step - if there are losses left - would be an extraordinary public financial support through additional financial stabilisation tools. Any such extraordinary financial support must be provided in accordance with the EU state aid framework. An institution will be considered as failing or likely to fail when: it is, or is likely in the near future to be, in breach of its requirements for continuing authorisation; its assets are, or are likely in the near future to be, less than its liabilities; it is, or is likely in the near future to be, unable to pay its debts as they fall due; or it requires extraordinary public financial support (except in limited circumstances).

The powers set out in the BRRD will impact how credit institutions, including BNPP, and investment firms are managed as well as, in certain circumstances, the rights of creditors. In particular, Holders may be subject to write-down (including to zero) or conversion into equity on any application of the general bail-in tool (including amendment of the terms of the Securities such as a variation of their maturity), which may result in such holders losing some or all of their investment. The exercise of any power under the BRRD as applied to BNPP or any suggestion of such exercise could, therefore, materially adversely affect the rights of Holders, the price or value of their investment in any Securities and/or the ability of BNPP, acting as Issuer or Guarantor, as the case may be, to satisfy its obligations under any Securities.

The powers currently set out in the BRRD and its implementation in the French *Code monétaire et financier* are expected to impact how credit institutions, including BNPP, and large investment firms (those which are required to hold initial capital of € 730,000 by the fourth Capital Requirements Directive (CRD)) are managed as well as, in certain circumstances, the rights of creditors. For Member States (including France) participating in the Banking Union, the Single Resolution Mechanism (the "SRM") fully harmonises the range of available tools but Member States are authorized to introduce additional tools at a national level to deal with crises, as long as they are compatible with the resolution objectives and principles set out in the BRRD.

The Single Resolution Board works in close cooperation with the ACPR, in particular in relation to the elaboration of resolution planning, and assumes full resolution powers since 1 January 2016. It is not yet possible to assess the full impact of the BRRD and the French law provisions implementing the BRRD on BNPP and there can be no assurance that its implementation or the taking of any actions currently contemplated in it will not adversely affect the rights of Holders, the price or value of their investment in the Securities and/or the ability of BNPP to satisfy its obligations under the Securities.

Since November 2014, the European Central Bank ("ECB") has taken over the prudential supervision of significant credit institutions in the member states of the Eurozone under the SSM. In addition, a SRM has been put in place to ensure that the resolution of banks across the Eurozone is harmonised. As mentioned

above, the SRM is managed by the SRB. Under Article 5(1) of the SRM Regulation, the SRM has been granted those responsibilities and powers granted to the member states' resolution authorities under the BRRD for those banks subject to direct supervision by the ECB. The ability of the SRB to exercise these powers came into force at the start of 2016.

BNPP has been designated as a significant supervised entity for the purposes of Article 49(1) of the SSM Regulations and is consequently subject to the direct supervision of the ECB in the context of the SSM. This means that BNPP is also subject to the SRM which came into force in 2015. The SRM Regulation mirrors the BRRD and, to a large part, refers to the BRRD so that the SRB is able to apply the same powers that would otherwise be available to the relevant national resolution authority."

- (d) The paragraph under the sub-heading "*Implementation of BRRD in the Netherlands*" is deleted and replaced with the following:

"The BRRD was adopted by the European Council on 6 May 2014. Member States should have implemented the BRRD by 1 January 2015 (except for the bail-in tool which may be implemented by 1 January 2016). On 26 November 2015, the BRRD was implemented in the Netherlands. As an exempt group finance company, BNPP B.V. is not subject to the Dutch implementing rules of the BRRD, nor is BNPP."

- (e) The paragraphs under the sub-heading "*Implementation of BRRD in Belgium*" is amended as follows:

"The implementation of the BRRD into Belgian law has been made by three texts of legislative nature. The first text is the Belgian Law of 25 April 2014 on the status and supervision of credit institutions (the "**Belgian Banking Law**") which implemented partially the BRRD in anticipation.

This law has been amended by the Royal Decree of 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions (the "**Royal Decree of 18 December 2015**") and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures (the "**Royal Decree of 26 December 2015**") which introduced various provisions amending and supplementing the Banking Law to adapt Belgian law to the BRRD.

These royal decrees entered into force on 1 January 2016 and are hence currently in full effect.

The Belgian Banking Law includes a number of measures transposing the BRRD. It grants the power to the supervisor to impose certain recovery measures, including the power to impose in certain circumstances a suspension of activities. Any suspension of activities can, to the extent determined by the competent supervisor, result in the partial or complete suspension of the performance of agreements entered into by the relevant financial institution. The new Belgian Banking Law also grants the power to a resolution authority to take a number of resolution measures, including (i) a forced sale of the credit institution, (ii) the establishment of a bridge bank or (iii) the forced transfer of all or part of the assets, rights or obligations of the credit institution.

The Royal Decree of 18 December 2015 organises the bail-in tool provided for in the BRRD. It provides that the resolution authority may proceed (i) to write-down (reducing the amount outstanding, including to zero), (ii) to the conversion of these debts into equity (ordinary shares or other instruments of ownership) under certain conditions and for the pursuit of certain goals, or (iii) to the variation of the terms (e.g. the variation of maturity of a debt instrument). Financial public support may only be used as a last resort after having assessed and exploited to the maximum extent practicable, the resolution tools, including the bail-in tool. This may result in such holders losing some or all their investment. The exercise of any power under the BRRD and its implementing provisions or any suggestion of such exercise could materially adversely affect the rights of the Holders, the price or value of their investment in any Securities and/or the ability of the Issuer or the Guarantor, as the case may be, to satisfy its obligations under any Securities.

The Royal Decree of 26 December 2015 introduces the principle following which, in the context of groups, recovery and resolution plans must be established at group level only, unless otherwise provided.

In addition, it provides that the resolution authority may decide to apply the minimum requirement for own funds and eligible liabilities to credit institutions.

In addition, Regulation (EU) no. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund has been established as a single resolution mechanism. A centralised power of resolution is entrusted to the Single Resolution Board, while the national resolution authorities (for Belgium, *le Collège de résolution/het Afwikkelingscollege*) will remain responsible for certain tasks within the Single Resolution Mechanism.

These measures may have an impact on the performance by BNPPF of its obligations under the Securities and execution of the transaction documents to which BNPPF is a party.

The specific resolution rules set aside the traditional bankruptcy rules allowing the avoidance of transactions entered into during the so called "suspect period" (i.e. claw back); these rules do not apply to the acts of disposal adopted in the context of resolution measures. Moreover, the Belgian Royal Decree dated 22 February 2015 creates two new preferential rights on a bank's movables for depositors and for the guarantee fund."

(f) The paragraph under the sub-heading "*Implementation of BRRD in Luxembourg*" is deleted in its entirety and replaced with the following:

"The BRRD was implemented by the Luxembourg act dated 18 December 2015 which was officially published on 24 December 2015 in the Luxembourg Memorial A (n° 246) of the Official Journal of the Grand-Duchy of Luxembourg (page 6000) (the "**BRR Act 2015**"). Under the BRR Act 2015, the competent authority is the *Commission de surveillance du secteur financier* (the "**CSSF**") and the resolution authority is the CSSF acting as Resolution Council (*le Conseil de résolution*).

The BRR Act 2015 provides for certain resolution measures, including the power to impose in certain circumstances a suspension of activities. Any suspension of activities can, to the extent determined by the CSSF, result in the partial or complete suspension of the performance of agreements entered into by BGL and/or BP2F. The BRR Act 2015 also grants the power to the Resolution Council to take a number of resolution measures which may apply to BGL and/or BP2F, including (i) a forced sale of the credit institution (sale of business), (ii) the establishment of a bridge institution bank or, (iii) the forced transfer of all or part of the assets, rights or obligations of the credit institution (asset separation) and (iv) the application of the general bail-in tool.

The powers set out in the BRR Act 2015 will impact how credit institutions (such as BGL), investment firms and any financial institution that is established in Luxembourg and is a subsidiary of a credit institution, or an investment firm, and is covered by the supervision of the parent undertaking on a consolidated basis in accordance with the Regulation (EU) No 575/2013 (such as BP2F), are managed as well as, in certain circumstances, the rights of creditors.

If the debt bail-in tool and the statutory write-down and conversion power become applicable to BGL and/or BP2F, the Securities may be subject to write-down or conversion into equity on any application of the bail-in tool, which may result in such holders losing some or all of their investment. Subject to certain conditions, the terms of the obligations owed by BGL and/or BP2F may also be varied by the resolution authority (e.g. as to maturity, interest and interest payment dates). The exercise of any power under the BRR Act 2015 or any suggestion of such exercise could materially adversely affect the rights of Holders, the price or value of their investment in any Securities and/or the ability of BGL and/or BP2F to satisfy its obligations under any Securities.

Regulation (EU) no. 806/2014 of the European Parliament and of the Council of 15 July 2014 establishing uniform rules and a uniform procedure for the resolution of credit institutions and certain investment firms in the framework of a Single Resolution Mechanism and a Single Resolution Fund has established as single resolution mechanism. A centralised power of resolution is entrusted to the Single Resolution Board and the national resolution authorities (for Luxembourg, the CSSF through the Resolution Council) will work in close cooperation with it."

AMENDMENTS TO TERMS AND CONDITIONS OF THE NOTES

In relation to the amendments to "Terms and Conditions of the Notes" set out in this section: (i) text which, by virtue of this Sixth Supplement, is deleted in "Terms and Conditions of the Notes" is shown with a line drawn through the middle of the relevant deleted text, and (ii) text which by virtue of this Sixth Supplement, is added to "Terms and Conditions of the Notes", is shown underlined.

The Terms and Conditions of the Notes on pages 368 to 454 of the Base Prospectus are amended as follows:

The fourth paragraph of Condition 1.1 on page 371 of the Base Prospectus is amended as follows:

The Issuer has appointed the Registrar at its office specified below to act as registrar of the Registered Notes. The Issuer shall cause to be kept at the specified office of the Registrar for the time being at ~~33 rue de Gasperich, Howald – Hesperange~~60 avenue J.F. Kennedy, L-20851855 Luxembourg, a register (the "**Register**") on which shall be entered, inter alia, the name and address of the holder of the Registered Notes and particulars of all transfers of title to the Registered Notes.

AMENDMENTS TO ANNEX 1 - ADDITIONAL TERMS AND CONDITIONS FOR PAYOUTS

In relation to the amendments to Payout Condition 1.5 and Payout Condition 1.7 in "Annex 1 – Additional Terms and Conditions for Payouts" set out in this section: (i) text which, by virtue of this Sixth Supplement, is deleted from Payout Condition 1.5 and Payout Condition 1.7 in "Annex 1 – Additional Terms and Conditions for Payouts" is shown with a line drawn through the middle of the relevant deleted text, and (ii) text which by virtue of this Sixth Supplement, is added to Payout Condition 1.5 and Payout Condition 1.7 in "Annex 1 – Additional Terms and Conditions for Payouts", is shown underlined.

Annex 1 – Additional Terms and Conditions for Payouts on pages 599 to 696 of the Base Prospectus is amended as follows:

- (a) the definition of "**Daily Leverage**" in Payout Condition 1.5 is amended as follows:

"Daily Leverage" means the positive number, ~~amount or percentage (which may be positive or negative)~~ specified as such in the applicable Final Terms;

- (b) the definition of "**Parity**" in Payout Condition 1.7 is amended as follows:

"Parity" means an amount calculated by the Calculation Agent and rounded to three decimal places (with 0.0005 being rounded upwards) equal to:

$$\frac{P_{SD}}{[\text{Issue Price}]}$$

where "**P_{SD}**" means an amount determined by the Calculation Agent in good faith and in a commercially reasonable manner equal to the offer price (expressed as the Premium per Option) on the Option Hedging Date that would be payable by the Issuer to enter into an "at-the-money" physically settled American Style Call option transaction relating to the Relevant Asset in respect of the W&C Securities on standard market terms (the "**Call Option**") with a counterparty with a creditworthiness of at least equal to that of the Issuer (or if the W&C Securities are guaranteed by a Guarantor, the Guarantor) ~~pursuant to a 1992 ISDA Master Agreement (Multicurrency Cross Border) (the "ISDA Form") but without any Schedule thereto except for the election of English law as the governing law, USD as the Termination Currency and "Loss" for the purposes of Section 6(e) of the ISDA Form, incorporating the definitions and provisions contained in the 2006 ISDA Fund Derivative Definitions, as published by the International Swaps and Derivatives Association, Inc.~~ and having the following terms:

- (i) ~~a fund interest~~ the relevant fund share, exchange traded fund share, exchange traded note, unit of an exchange traded commodity or other interest in an exchange traded product, as the case may be, the same as the Relevant Asset;
- (ii) an expiration date the same as the Expiration Date in respect of the W&C Securities;
- (iii) an exercise period the same as the Exercise Period in respect of the W&C Securities; and
- (iv) an option entitlement per option equal to one Relevant Asset;
- (c) a new definition of "**Greatest Underlying Reference Value (Basket)**" is inserted in Payout Condition 2.7(b) immediately above the definition of "**Greatest Worst Value**":

""**Greatest Underlying Reference Value (Basket)**" means, in respect of an Underlying Reference in the Basket and a SPS Valuation Period, the highest Underlying Reference Value for such Underlying Reference for all the SPS Valuation Dates in such SPS Valuation Period.";

- (d) the word "and" is deleted at the end of the definition of "Greatest Rainbow Value" in Payout Condition 2.7(b);
- (e) the "." is deleted at the end of the definition of "Greatest Worst Value" in Payout Condition 2.7(b) and is replaced by "; and"; and
- (f) a new definition of "**Worst Greatest Value**" is inserted in Payout Condition 2.7(b) immediately below the definition of "**Greatest Worst Value**":

""**Worst Greatest Value**" means, in respect of a SPS Valuation Period, the lowest Greatest Underlying Reference Value (Basket) for any Underlying Reference in the Basket in respect of such SPS Valuation Period.".

**AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF THE W&C
SECURITIES**

The Index of Defined Terms in respect of the W&C Securities on pages 1055 to 1124 of the Base Prospectus is amended by the insertion of the following new definitions in alphabetical order:

""**Greatest Underlying Reference Value (Basket)**"" is as defined in Payout Condition 2.7(b)."

""**Worst Greatest Value**"" is as defined in Payout Condition 2.7(b)."

AMENDMENTS TO THE INDEX OF DEFINED TERMS IN RESPECT OF NOTES

The Index of Defined Terms in respect of Notes on pages 1125 to 1177 of the Base Prospectus is amended by the insertion of the following new definition in alphabetical order:

""**Greatest Underlying Reference Value (Basket)**" is as defined in Payout Condition 2.7(b)."

""**Worst Greatest Value**" is as defined in Payout Condition 2.7(b)."

AMENDMENTS TO THE DESCRIPTION OF BNPP INDICES

The section "Description of BNPP Indices" on pages 1179 to 1219 of the Base Prospectus is amended to add five new indices in three index families in order that Securities linked to such new indices may be issued in the future. The section is amended as follows:

- (a) The following rows are added to the table beginning on page 1180 of the Base Prospectus under paragraph 1 (*GURU Indices*):

| Index Name | Currency | Long or Long/Short | Cash Kind | Universe | Min Exposure | Max Exposure | Volatility Target | Bloomberg Code | Calculation Agent |
|---|----------|--------------------|-----------|-------------|--------------|--------------|-------------------|----------------|-------------------|
| BNP Paribas GURU L/S Market Neutral volcap 7 ER Index | EUR | Long/Short | ER | Europe + US | 0% | 100% | 7% | BNPILSNE | BNP Paribas |

- (b) The following rows are added to the table beginning on page 1184 of the Base Prospectus under paragraph 2 (*Thematic Mutual Fund Indices*):

| Index Name | Currency | Cash Kind | Thematic | Min Exposure | Max Exposure | Volatility Target | Bloomberg Code |
|--|----------|-----------|--------------|--------------|--------------|-------------------|----------------|
| BNP Paribas Ms – MultiStrat Fund Stars Index (EUR) | EUR | ER | Mutual Fund | 0% | 150% | 4% | BNPIMSFT |
| Newcits Absolute Return Fund Index | SEK | ER | Mutual Funds | 0% | 150% | 4% | ENHAALFA |

- (c) The following rows are added to the table beginning on page 1201 of the Base Prospectus under paragraph 6 (*Millenium Indices*):

| Name | Currency | Cash Kind | Min Exposure | Max Exposure | Target Volatility | Bloomberg Code |
|--|----------|-----------|--------------|--------------|-------------------|----------------|
| BNP Paribas Multi-Asset Diversified vol 4 EUR Global Index | EUR | ER | 0% | 150% | 4% | BNPIMD4A |
| BNP Paribas Multi-Asset Diversified vol 8 EUR Global Index | EUR | ER | 0% | 300% | 8% | BNPIMD8A |

AMENDMENT TO THE DESCRIPTION OF BNPP B.V.

In relation to the amendments to paragraph 1(b) and paragraph 5.1 in the "Description of BNPP B.V." section of the Base Prospectus set out in this section, (i) text which, by virtue of this Sixth Supplement, is added to paragraph 1(b) and paragraph 5.1 in the "Description of BNPP B.V." section of the Base Prospectus is shown underlined and (ii) text which, by virtue of this Sixth Supplement, is deleted from paragraph 1(b) and paragraph 5.1 in the "Description of BNPP B.V." section of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

The Description of BNPP B.V. on pages 1256 to 1259 is amended as follows:

- (a) Paragraph 1(b) is amended as follows:

BNPP B.V. is a limited liability company under Dutch law (*"besloten vennootschap met beperkte aansprakelijkheid"*), having its registered office at Herengracht ~~59537~~, 1017 ~~BV-CE~~ Amsterdam, The Netherlands. BNPP B.V. is incorporated in The Netherlands and registered with the Commercial Register in The Netherlands under number 33215278 (telephone number: + 31 20 5215 645).

- (b) Paragraph 5.1 (*Management Board*) is amended as follows:

The management of BNPP B.V. is composed of a Management Board with one or several members appointed by the general meeting of shareholders.

On ~~22 February 2004~~ 31 January 2016, BNP Paribas has appointed as sole member of the Management Board BNP Paribas ~~Trust Bank BN~~.V., a company established and existing under the laws of ~~t~~The Netherlands, with its registered office at Herengracht ~~537595~~, 1017 ~~BV-CE~~ Amsterdam, the Netherlands. ~~Messrs. Selles and Sijssing, Mrs. Verstraeten, Mr. Herskovic and Mr. Sibille~~ as Directors of BNP Paribas ~~Trust Bank BN~~.V. have the power to take all necessary measures in relation to the issue of securities of BNPP B.V.

- (c) The table in paragraph 9.1 (*Names, Business Address, Functions and Principal Outside Activities*) is deleted in its entirety and replaced with the following:

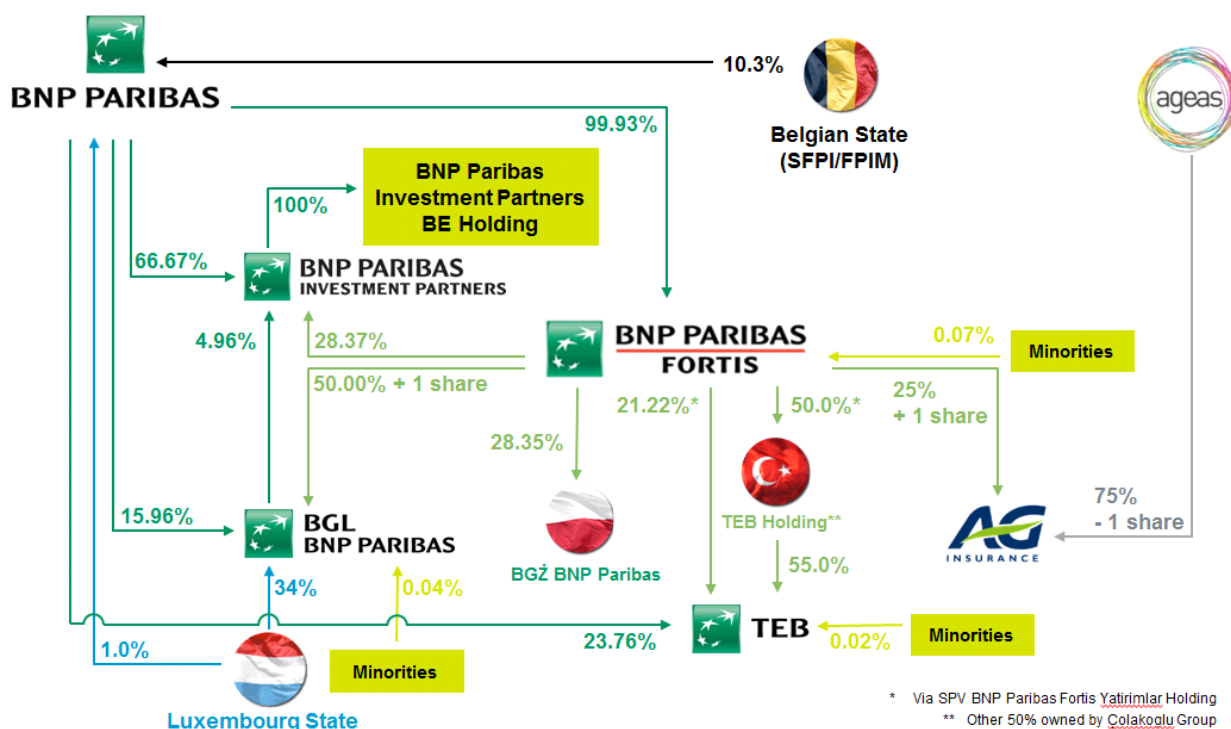
| Name | Function | Principal Outside Activities |
|-----------------------|-------------------|--|
| BNP Paribas Bank N.V. | Managing Director | The facilitation of primary and secondary debt transactions and trading on behalf of the BNP Paribas Group |

AMENDMENTS TO THE DESCRIPTION OF BNPPF

In relation to the amendments to the "Description of BNPP B.V." section of the Base Prospectus set out in this section, (i) text which, by virtue of this Sixth Supplement, is added to the "Description of BNPP B.V." section of the Base Prospectus is shown underlined and (ii) text which, by virtue of this Sixth Supplement, is deleted from the "Description of BNPP B.V." section of the Base Prospectus is shown with a line through the middle of the relevant deleted text.

The Description of BNPPF on pages 1267 to 1281 of the Base Prospectus is amended as follows:

(a) The chart under sub-heading "3. Organisational structure" is deleted and replaced with the following:



(b) The first and second paragraphs under sub-heading "3. Organisational Structure" are amended as follows:

BNP Paribas SA has a stake of 99.93% in BNPPF. The remaining shares (0.07%) are held by the public. The SFPI/FPIM has a stake of 10.3% in BNP Paribas SA's capital, subsequent to its 2009 transfer of a 74.93% stake in BNPPF in return for BNP Paribas SA shares. BNPPF holds stakes in a range of subsidiaries (subsidiaries are those companies whose financial and operating policies BNPPF, directly or indirectly, has the power to govern so as to obtain benefits from its activities), the most important of which are:

- 50% + 1 share stake in BGL BNP Paribas SA
- ~~85.00% stake in BNP Paribas Bank Polska SA~~
- Direct ~~18.21, 22.26~~ 21.22% stake in Turk Ekonomi Bankası A.S. (TEB) and a 50% share of TEB Mali Yatirimlar A.S., a joint venture with the Colacoglu Group, which holds 55% of TEB's share capital.

BNPPF holds minority interest in, among others, AG Insurance (25% + 1 share), Bank BGŻ (28.35%) and BNP Paribas Investment Partners (28.37%).

- (c) The paragraphs under the sub-heading "8. Trend information" are deleted in their entirety and replaced with the following:

"Macroeconomic environment.

Market and macroeconomic conditions affect BNPPF's results. The nature of BNPPF's business makes it particularly sensitive to market and macroeconomic conditions in Europe, which have been difficult and volatile in recent years.

In 2015, the global economic activity remained sluggish. Growth slowed down in emerging countries, while modest recovery continued in developed countries. The global outlook is still impacted by three major transitions: the gradual slowdown of economic activity in China, the fall in prices of energy and other commodities, and the progressive tightening of the US monetary policy in a context of resilient recovery, while the central banks of several major developed countries are continuing to ease their monetary policies. For 2016, the IMF is forecasting the progressive recovery of global economic activity but with low growth prospects on the medium term in developed and emerging countries. The normalisation of monetary and financial conditions should be beneficial on the macro-financial level and significantly reduce downside risks.

While the exposure of the BNP Paribas Group in emerging countries is limited, the vulnerability of these economies may generate disruptions in the global financial system that could affect the BNP Paribas Group (including BNPP) and potentially alter its results.

In numerous emerging economies, an increase in foreign currency commitments was observed in 2015, while the levels of indebtedness (both in foreign and local currencies) are already high. Moreover, the prospects of a progressive hike in key rates in the United States (first move by the Federal Reserve in December 2015), as well as bouts of high financial volatility linked to the growth prospects of emerging countries, have contributed to the stiffening of external financial conditions, a decrease in capital flows, further currency depreciations in numerous emerging countries and an increase in risks for banks, possibly leading to the downgrading of sovereign ratings.

Given the possible standardisation of risk premiums, there is a risk of global market disruptions (rise in risk premiums, erosion of confidence, decline in growth, postponement or slowdown in the harmonisation of monetary policies, drop in market liquidity, problem with the valuation of assets, shrinking of the credit offering, and chaotic de-leveraging) that would affect all banking institutions.

The continuation of a situation with exceptionally low interest rates could promote excessive risk-taking by certain financial players: increase in the maturity of loans and assets held, less stringent loan granting policies, increase in leverage financing.

Some players (insurance companies, pension funds, asset managers, etc.) entail an increasingly systemic dimension and in the event of market turbulence (linked for instance to a sudden rise in interest rates and/or a sharp price correction) they may decide to unwind large positions in an environment of relatively weak market liquidity.

Such liquidity pressure could be exacerbated by the recent increase in the volume of assets under management placed with structures investing in illiquid assets.

Laws and Regulations Applicable to Financial Institutions.

Laws and regulations applicable to financial institutions that have an impact on BNPPF have significantly evolved in the wake of the global financial crisis. The measures that have been proposed and/or adopted in recent years include more stringent capital and liquidity requirements (particularly for large global banking groups such as the BNP Paribas Group), taxes on financial transactions, restrictions and taxes on employee compensation, limits on the types of activities that commercial banks can undertake and ring-fencing or even

prohibition of certain activities considered as speculative within separate subsidiaries, restrictions on certain types of financial products, increased internal control and reporting requirements, more stringent conduct of business rules, mandatory clearing and reporting of derivative transactions, requirements to mitigate risks in relation to over-the-counter derivative transactions and the creation of new and strengthened regulatory bodies.

The measures that were recently adopted, or in some cases proposed and still under discussion, that have or are likely to affect BNPPF, include in particular the EU Directive and Regulation on prudential requirements "**CRD IV**" dated 26 June 2013 and many of whose provisions have been applicable since 1 January 2014; the proposals of technical regulatory and execution rules relating to the Directive and Regulation CRD IV published by the EBA; the Belgian Banking Law dated 25 April 2014 replacing the previous law of 1993 and introducing important changes; the Belgian Royal Decree dated 22 February 2015 determining the entry into force of the Belgian Banking Law provisions relating to resolution (including the establishment of a Belgian Resolution Authority) and creating two preferential rights on the bank's movables; the Belgian Royal Decree dated 18 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions and the Royal Decree of 26 December 2015 amending the law of 25 April 2014 on the status and supervision of credit institutions relating to the resolution and recovery of group failures; the public consultation for the reform of the structure of the EU banking sector of 2013 and the European Commission's proposed regulation on structural measures designed to improve the strength of EU credit institutions of 29 January 2014; the proposal for a regulation on indices used as benchmarks in financial instruments and financial contracts; the European Single Supervisory Mechanism; the European Single Resolution Mechanism dated 15 July 2014 and the European Directive on Bank Recovery and Resolution dated 15 May 2014; the European Directive on Revised Deposit Guarantee Schemes dated 16 April 2014; the final rule for the regulation of foreign banks imposing certain liquidity, capital and other prudential requirements adopted by the U.S. Federal Reserve; the proposal of the U.S. Federal Reserve relating to liquidity ratios of large banks; and the "Volcker" Rule imposing certain restrictions on investments in or sponsorship of hedge funds and private equity funds and proprietary trading activities (of U.S. banks and to some extent non-U.S. banks) that was recently adopted by the U.S. regulatory authorities. More generally, regulators and legislators in any country may, at any time, implement new or different measures that could have a significant impact on the financial system in general or BNPPF in particular."

AMENDMENTS TO THE TAXATION SECTION

In relation to the amendments in the first paragraph and the paragraphs under the sub-heading "Belgian Taxation" of the "Taxation" section set out in this section, text which, by virtue of this Sixth Supplement, is added in the first paragraph and the paragraphs under the sub-heading "Belgian Taxation" of the "Taxation" section is shown underlined.

1. The paragraph on page 1296 in the section "Taxation" on pages 1296 to 1369 of the Base Prospectus is amended as follows:

The statements herein regarding taxation are based on the laws in force in the European Union, Austria, Belgium, Czech Republic, Denmark, Finland, France, Germany, Greece, Hungary, Ireland, Italy, the Grand Duchy of Luxembourg, The Netherlands, Norway, Poland, Portugal, Spain, Sweden, the United Kingdom and the United States, as applicable, as of the date of this Base Prospectus and are subject to any changes in law. The following summary does not purport to be a comprehensive description of all the tax considerations which may be relevant to a decision to purchase, own or dispose of the Securities. Each prospective holder or beneficial owner of Securities should consult its tax adviser as to each of the EU Directive on the Taxation of Savings Income, the Danish, the Dutch, the Finnish, the French, the Luxembourg, the Hungarian, the Irish, the Belgian, the Spanish, the Czech, the UK, the Italian, the German, the Greek, the Swedish, the Portuguese, the Austrian, the Polish, the Norwegian and the U.S. federal income tax consequences, as applicable, of any investment in or ownership and disposition of the Securities.

2. The section "Taxation" on pages 1296 to 1369 of the Base Prospectus is also amended by the insertion of the following new sub-section, immediately following the sub-section on page 1341 entitled "Netherlands Taxation":

"NORWEGIAN TAXATION

Taxation in Norway

The following is a summary of certain Norwegian tax considerations with respect to the holding of Notes, Certificates and/or Warrants obtained by an investor in Norway.

The summary is based on applicable Norwegian laws, rules and regulations as they exist as at 29 February 2016. Such laws, rules and regulations may be subject to changes after this date, possibly on a retroactive basis for the same tax year. The summary is of a general nature and does not purport to be a comprehensive description of all tax considerations that may be relevant to investors and does not address foreign tax laws.

This summary does not describe the tax consequences for a Holder of Notes, Certificates and/or Warrants that are redeemable in exchange for, or convertible into shares, of the exercise, settlement or redemption of such Notes, Certificates and/or Warrants and/or any tax consequences after the moment of exercise, settlement or redemption.

Each prospective Holder of Notes, Certificates and/or Warrants should consult a professional adviser with respect to the tax consequences of an investment in the Notes, Certificates and/or Warrants, taking into account the influence of each regional, local or national law.

Exchange of information between countries

Norway has adopted the EU-Savings Tax Directive, and has entered into many bilateral agreements with countries regarding exchange of tax information. This implies that tax information might be exchanged from one country to the country in which the Holder of Notes, Certificates and/or Warrants is resident, without this Holder's knowledge.

Interest received in foreign currency

For Norwegian tax purposes, if interest received is in a foreign currency, it is converted into Norwegian kroner on the date of payment. Interest accrued but not received during the year is converted into Norwegian kroner using the exchange rate at the income year end.

Taxation of interest on Notes

Norwegian residents

Both corporate and individual Holders of Notes deemed as debt for Norwegian tax purposes who are tax residents of Norway, are subject to Norwegian tax on interest. Interest is taxed as ordinary income at a flat tax rate of 25%. Interest on such notes should be declared in the tax return of the Holder.

At present there is no withholding tax on interest in respect of Notes.

Non-Norwegian residents

Payments of interest to any non-resident Holder of Notes are not subject to taxation in Norway, unless the Holder is subject to full tax liability in Norway or carry on business in Norway through a permanent establishment.

Taxation of gains and losses on disposal of Notes

Norwegian residents

Whether gain is taxable or loss deductible for ordinary debt instruments depends on whether the debt instrument has particular and close connection to the business or not. If the debt instrument has particular and close connection to the business, capital gains and losses are taxable as capital income at a flat tax rate of 25%.

Capital gains and losses on disposal of Notes deemed as multiple debt instruments (Norwegian: "mengdegjeldsbrev") to corporate or individual Holders who are tax residents of Norway, are taxable as ordinary income at a flat tax rate of 25%.

For debt instruments other than multiple debt instruments owned by corporate and individual Holders and where such debt instrument does not have particular and close connection to the business of the Holder, there is no tax liability for gains and losses are not deductible.

Non-Norwegian residents

Gains and losses to any non-resident Holder of Notes are not subject to taxation in Norway, unless the Holder is subject to full tax liability in Norway or carries on business in Norway through a permanent establishment.

Taxation of gains and losses on disposal of Certificates and/or Warrants

Certificates and/or Warrants can either be taxed separately as a financial instrument or integrated with the taxation of the underlying asset. A specific assessment must be made of whether the Certificates and/or Warrants should be taxed separately or integrated with the taxation of the underlying asset.

If taxation takes place as taxation of the underlying asset, the nature of the taxation will depend on the type of asset in question. If the underlying asset is an equity instrument, the taxation of the gain on the realization/deduction of loss depends on whether the Holder is an individual or a corporate.

For Norwegian individual Holders of shares any dividends and gains are taxable and loss deductible to the extent that it exceeds unused statutory-free allowance and increased by a factor of 1.15 in the year of the

disposal and then taxed as ordinary income at a flat tax rate of 25%. This gives an effective tax rate of the gain/loss of 28.75%.

Individual Holders of shares may be entitled to deduct a calculated allowance when calculating their taxable dividend income. The allowance is calculated on a share-by-share basis, and the allowance for each share is equal to the cost price of the share, multiplied by a risk-free interest rate based on the effective rate after tax of interest on treasury bills (*Statskasseveksler*) with three months maturity. If there is unused allowance at the time for the disposal, this shall reduce the tax on gain.

Norwegian corporate Holders of shares covered by the exemption method are exempted from taxation on capital gains, and losses are not deductible. Under the participation exemption, 3% of any dividends will generally be taxable at a rate of 25%, i.e., the dividends received will be subject to an effective tax of 0.75%.

If the underlying instrument is a debt instrument, see description above regarding taxation of Notes.

If the Certificates and/or Warrants are taxed separately as financial instruments, see below.

Norwegian residents

Gains on the realization of Certificates and/or Warrants deemed as financial instruments that are taxed separately, is taxable and loss deductible at a flat tax rate of 25%. This applies to both individual and corporate Holders of Certificates and/or Warrants.

Corporate Holders covered by the exemption method are exempted from taxation on capital gains and losses are not deductible. Tax liability is triggered by the sale, redemption or termination of the Certificates and/or Warrants.

Non-Norwegian residents

Any non-Norwegian resident Holder of Certificates and/or Warrants deemed as financial instruments that are taxed separately, with gain on the realization of the Certificates and/or Warrants, are not subject to taxation in Norway, unless the Holder is subject to full tax liability in Norway or carries on business in Norway through a permanent establishment.

Expenses related to the Notes, Certificates and/or Warrants

Taxpayers that have had costs with sufficiently close connection to the taxable income from the Notes, Certificates and/or Warrants, may claim a deduction for such costs unless the costs also have a private connection. The costs must be proportionate to the size of the portfolio, the level of activity etc.

Costs in connection with acquisition/realization of the Notes, Certificates and/or Warrants

Costs in connection with the acquisition of the Notes, Certificates and/or Warrants shall be capitalized as part of the input value.

Costs in connection with realization of the Notes, Certificates and/or Warrants shall be deducted from any gain/loss calculation in the year of realization.

Net wealth tax

Norwegian limited liability companies and certain similar entities are exempt from Norwegian net wealth tax.

Individual Holders of Notes, Certificates and/or Warrants who are tax residents of Norway are liable to Norwegian net wealth tax. The market value of the Notes, Certificates and/or Warrants will form part of the basis for the calculation of net wealth tax.

The current marginal net wealth tax rate is 0.85% of taxable values.

Non-Norwegian residents

Non-Norwegian corporate Holders of Notes, Certificates and/or Warrants are exempt from Norwegian net wealth tax.

Non-Norwegian individual Holders of Notes, Certificates and/or Warrants are not liable to pay net wealth tax in Norway on the value of the Notes, Certificates and/or Warrants unless these are effectively connected with a business that the individual Holder of Exchange Notes carries out in Norway.

Inheritance tax

Norway does not impose inheritance or gift tax. However, the heir acquires the donor's tax input value of the Notes, Certificates and/or Warrants based on principles of continuity. Thus, the heir will be taxable for any increase in value in the donor's ownership, at the time of the heir's realization. However, the principles of continuity only apply if the donor was taxable in Norway. If the recipient receives Notes, Certificates and/or Warrants as inheritance or gift from a foreign donor and the assets are included in the Norwegian tax jurisdiction, the recipient will be able to revalue the gift to market value at the time for the gift.

VAT and transfer taxes

No VAT, stamp or similar duties are currently imposed in Norway on the transfer or issuance Notes, Certificates and/or Warrants."

3. The Paragraphs under the sub-heading "Belgian Taxation" on pages 1303 to 1307 of the "Taxation" section of the Base Prospectus are amended as follows:
 - (a) The second and third paragraphs under sub-paragraph 1.1(i) (*Belgian resident individual investors*) are amended as follows:

Payments of interest on the Structured Securities made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Structured Securities in their personal income tax return, provided Belgian withholding tax was levied on these interest payments.

Nevertheless, Belgian resident individuals may elect to declare interest on the Structured Securities in their personal income tax return. Also, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return. Interest income which is declared this way will in principle be taxed at a flat rate of ~~25-27~~ per cent. (or at the relevant progressive personal income tax rate(s), taking into account the taxpayer's other declared income, whichever is more beneficial) and no local surcharges will be due. The Belgian withholding tax levied may be credited against the income tax liability.

- (b) The second and third paragraphs under sub-paragraph 1.1(iii) (*Other Belgian legal entities*) are amended as follows:

Payments of interest on the Structured Securities made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium and no further tax on legal entities will be due on the interest.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the legal entity itself is responsible for the deduction and payment of the ~~25-27~~ per cent. withholding tax.

- (c) The third and fourth paragraphs under sub-paragraph 2(i) (*Belgian resident individual investors*) are amended as follows:

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium (calculated on the interest received after deduction of any non-Belgian withholding taxes). The Belgian withholding tax constitutes the final income tax for Belgian resident individuals. This means that they do not have to declare the interest obtained on the Notes in their personal income tax return, provided Belgian withholding tax was levied on these interest payments.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent, the interest received (after deduction of any non-Belgian withholding tax) must be declared in the personal income tax return and will be taxed at a flat rate of ~~25-27~~ per cent.

- (d) The second and third paragraphs under sub-paragraph 2(iii) (*Other Belgian legal entities*) are amended as follows:

Payments of interest on the Notes made through a paying agent in Belgium will in principle be subject to a ~~25-27~~ per cent. withholding tax in Belgium and no further tax on legal entities will be due on the interest.

However, if the interest is paid outside Belgium without the intervention of a Belgian paying agent and without the deduction of Belgian withholding tax, the legal entity itself is responsible for the declaration and payment of the ~~25-27~~ per cent. withholding tax.

AMENDMENTS TO THE OFFERING AND SALE SECTION

In relation to the amendments to the sub-section "European Economic Area" in the "Offering and Sale" section set out in this section, text which, by virtue of this Sixth Supplement, is added to the sub-section "European Economic Area" in the "Offering and Sale" section is shown underlined.

The section "Offering and Sale" on pages 1383 to 1398 of the Base Prospectus is amended as follows:

- (a) The first paragraph under the sub-section "European Economic Area" on pages 1385 is amended as follows:

Please note that in relation to EEA States, additional selling restrictions may apply in respect of any specific EEA State, including those set out below in relation to Austria, Belgium, the Czech Republic, Denmark, France, Germany, Hungary, Ireland, Italy, Luxembourg, Norway, The Netherlands, Poland, Portugal, Spain, Sweden and the United Kingdom.

- (b) The section "Offering and Sale" on pages 1383 to 1398 of the Base Prospectus is also amended by the insertion of the following new sub-section, immediately following the sub-section on page 1395 entitled "Netherlands":

"Norway

The Securities have not been offered or sold and may not be offered, sold or delivered directly or indirectly in Norway, unless in compliance with Chapter 7 of the Norwegian Securities Trading Act ("**Securities Trading Act**"), Chapter 7 of Regulation no. 876 of 29 June 2007 to the Securities Trading Act, and with respect to structured products, circular no 15 of 2006 issued by the Financial Supervisory Authority of Norway, all as amended from time to time."

AMENDMENTS TO THE GENERAL INFORMATION SECTION

The section "General Information" on pages 1399 to 1408 of the Base Prospectus is amended by the insertion of a new sub-section immediately beneath the table under the sub-heading "18. Capitalization of BNPP and the BNP Paribas Group" as follows:

"19. Declaration concerning the unaudited results of BNP Paribas for the periods ending 31 December 2015

The statutory auditors have audited the financial statements of BNP Paribas for the years ended 31 December 2013 and 31 December 2014. They have also reviewed the condensed interim consolidated financial statements of BNP Paribas as of and for the six month period ended 30 June 2015. The French statutory auditors carry out their engagements in accordance with professional standards applicable in France.

In relation to the press release published by BNP Paribas on 5 February 2016 on its 2015 annual results and fourth quarter 2015 results, in application of the paragraph 8.2 of the ANNEX XI to the COMMISSION REGULATION (EC) N° 809/2004, BNPP has made the following statements:

- (a) BNP Paribas approves this information;
- (b) the statutory auditors have agreed that this information is substantially consistent with the final figures to be published in the next annual audited financial statements;
- (c) this financial information has not been audited."

AMENDMENTS TO THE PROGRAMME SUMMARY IN RELATION TO THE BASE PROSPECTUS (IN FRENCH) AND THE PRO FORMA ISSUE SPECIFIC SUMMARY OF THE PROGRAMME IN RELATION TO THE BASE PROSPECTUS (IN FRENCH)

1. Le "Résumé du Programme" figurant aux pages 1409 à 1468 du Prospectus de Base est modifié comme suit:
- (a) Dans l'Elément B.2, le premier paragraphe en relation avec BNPP B.V. est supprimé dans son intégralité et remplacé comme suit :
- "BNPP B.V. a été constitué aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 CE Amsterdam, Pays-Bas ;" ;
- (b) Dans l'Elément B.4b, les paragraphes sous le titre "*Concernant BNPP* ." et au-dessus du titre "*Concernant BP2F* ." sont supprimés dans leur intégralité et remplacés comme suit :

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| <p>B.4b</p> | <p>Informations sur les tendances</p> | <p><i>Concernant BNPP :</i></p> <p>Conditions macroéconomiques</p> <p>L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.</p> <p>En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.</p> <p>Dans ce contexte, on peut souligner les deux risques suivants :</p> <p><i>Instabilité financière liée à la vulnérabilité des pays émergents</i></p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés.</p> |
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¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

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| | | <p>Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p><i>Risques systémiques liés à la conjoncture et à la liquidité de marché</i></p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et réglementations applicables aux institutions financières</i></p> <p>Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :</p> <ul style="list-style-type: none"> - les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« <i>private equity</i> ») et les hedge funds, ainsi que les évolutions possibles attendues en Europe ; - les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« total-loss absorbing capacity » ou « TLAC »), et la désignation de BNPP en tant qu'institution financière |
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| | | <p>d'importance systémique par le Conseil de stabilité financière ;</p> <ul style="list-style-type: none"> - le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ; - la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ; - le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ; - Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII <i>du Dodd-Frank Wall Street Reform and Consumer Protection Act</i>, notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« <i>swap dealers</i> »), les principaux intervenants non bancaires sur les marchés de dérivés (« <i>major swap participants</i> »), les banques actives sur les marchés de dérivés sur titres (« <i>security-based swap dealers</i> ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« <i>major security-based swap participants</i> »), ainsi que les règles de la <i>U.S. Securities and Exchange Commission</i> imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ; - la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux. <p>Cyber-risque</p> <p>Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement</p> |
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| | | consécutifs à un cyber incident. |
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- (c) Dans l'Elément B.4b, les paragraphes sous le titre "*Concernant BP2F* :" et immédiatement au-dessus du titre "*Concernant BGL* :" sont supprimés dans leur intégralité et remplacés comme suit :

"Conditions Macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BP2F. Compte tenu de la nature de son activité, BP2F est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016² tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

BP2F est dépendante de BNPPF. BP2F est détenue à 99,995% par BNPPF et est spécifiquement impliquée dans l'émission de titres tels que les Obligations, Warrants ou Certificats ou les autres titres de créances qui sont développés, mis en place et vendus auprès des investisseurs via des intermédiaires, y compris BNPPF. BP2F conclut des opérations de couverture avec BNPPF et avec d'autres entités du Groupe BNP Paribas. Dès lors, les Informations sur les Tendances relatives à BNPPF doivent également s'appliquer à BP2F. BP2F peut également conclure des opérations de couverture avec un tiers n'appartenant pas au Groupe BNP Paribas." ;

- (d) L'Elément B.9 est supprimé dans son intégralité et remplacé comme suit :

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| B.9 | Prévision ou estimation du bénéfice | Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015. |
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- (e) Dans l'Elément B.12, le tableau situé sous le titre "**En relation avec BNPP** :" et immédiatement au-dessus du titre "**Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR**" (qui a été ajouté au Prospectus de Base en vertu du Premier Supplément) est supprimé et remplacé comme suit :

| Données Financières Annuelles Comparées - En millions d'EUR | | |
|--|-------------------------------------|--------------------|
| | 31/12/2015 (non audités) | 31/12/2014* |
| Produit Net Bancaire | 42.938 | 39.168 |
| Coût du Risque | (3.797) | (3.705) |

² Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

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| Résultat Net, part du Groupe | 6.694 | 157 |
| | 31/12/2015 | 31/12/2014* |
| Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD4) | 10,9% | 10,3% |
| | 31/12/2015 (non audités) | 31/12/2014* |
| Total du bilan consolidé | 1.994.193 | 2.077.758 |
| Total des prêts et créances sur la clientèle consolidé | 682.497 | 657.403 |
| Total des dettes envers la clientèle consolidé | 700.309 | 641.549 |
| Capitaux Propres (part du Groupe) | 96.269 | 89.458 |
| * Données retraitées par application de l'interprétation IFRIC 21. | | |

- (f) L'Elément B.13 est supprimé dans son intégralité et remplacé comme suit :

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| B.13 | Evénements impactant la solvabilité de l'Emetteur | Sans objet, au 10 septembre 2015 (dans le cas de BNPP B.V. et BP2F), 8 octobre 2015 (dans le cas de BGL) et au 29 février 2016 (dans le cas de BNPP) et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le 30 juin 2015. |
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- (g) Dans l'Elément B.17, le deuxième paragraphe est supprimé dans son intégralité et remplacé comme suit :

"Les notations de crédit à long terme de BNPP sont : A+ avec une surveillance (*CreditWatch*) négative (Standard & Poor's Credit Market Services France SAS), A1 avec une perspective stable (Moody's Investors Service Ltd.), A+ avec une perspective stable (Fitch France S.A.S.) et AA (low) avec une perspective stable (DBRS Limited) et les notations de crédit à court terme de BNPP sont : A-1 (Standard & Poor's Credit Market Services France SAS), P-1 (Moody's Investors Service Ltd.), F1 (Fitch France S.A.S.) et R-1 (middle) (DBRS Limited)."

- (h) L'Elément B.19/B.4b est supprimé dans son intégralité et remplacé comme suit :

| | | |
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| B.19/ B.4b | Informations sur les tendances | Conditions Macroéconomiques. L'environnement macroéconomique et de marché affecte les résultats de résultats de BNPPF. Compte tenu de la nature de son activité, BNPPF est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années. |
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| | <p>En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016³ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.</p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p>Risques systémiques liés à la conjoncture et à la liquidité de marché</p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des</p> |
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³ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

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| | <p>taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et Réglementations Applicables aux Institutions Financières.</i></p> <p>La législation et les réglementations applicables aux institutions financières qui ont un impact sur BNPPF connaissent une évolution significative dans le sillage de la crise financière globale. Les mesures qui ont été proposées et/ou adoptées au cours des dernières années comprennent des exigences plus strictes en matière de capital et de liquidité (notamment pour les grands groupes bancaires tels que le Groupe BNP Paribas), des taxes sur les transactions financières, des restrictions et des taxes sur la rémunération des salariés, des limitations des activités que les banques commerciales peuvent exercer et la séparation au sein de filiales dédiées, voire l'interdiction, de certaines activités considérées comme spéculatives, des restrictions sur certains types de produits financiers, des exigences accrues en matière de contrôle interne et de transparence, des règles de conduite des affaires plus strictes, la compensation et un <i>reporting</i> obligatoires des opérations sur instruments dérivés, des obligations de limiter les risques relatifs aux dérivés OTC et la création de nouvelles autorités réglementaires ou le renforcement des autorités réglementaires existantes.</p> <p>Les mesures adoptées récemment ou encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPPF, comprennent notamment la Directive et le Règlement sur les fonds propres réglementaires dits « CRD 4 », du 26 juin 2013 et dont un nombre important de dispositions sont applicables depuis le 1er janvier 2014, les projets de normes techniques de réglementation et d'exécution relatives à la Directive et au Règlement CRD 4 élaborées par l'EBA, la Loi Bancaire belge du 25 avril 2014 remplaçant la loi précédente de 1993 et introduisant d'importants changements : l'Arrêté Royal belge du 22 février 2015, fixant la date d'entrée en vigueur des dispositions de la Loi Bancaire belge relative à la résolution (y compris la mise en place du Collège de Résolution Belge) et créant deux droits préférentiels sur les actifs mobiliers de la banque ; l'Arrêté Royal belge du 18 décembre 2015 modifiant la loi du 25 avril 2014 relative au statut et au contrôle des établissements de crédit et l'Arrêté Royal belge du 26 décembre 2015 modifiant la loi relative au statut et au contrôle des établissements de crédit concernant le redressement et la résolution des défaillances de groupes ; la consultation sur la réforme structurelle du secteur bancaire de l'Union Européenne de 2013 et la proposition de la Commission Européenne de réforme structurelle du secteur bancaire européen du 29 janvier 2014 ; la proposition de Règlement concernant les indices utilisés comme indices de référence dans le cadre d'instruments et de contrats financiers ; le Mécanisme de Supervision Unique européen ;</p> |
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| | | le Mécanisme de Résolution Unique européen daté du 15 juillet 2014 et la Directive européenne sur le Redressement et la Résolution des Banques en date du 15 mai 2014 ; la Directive Européenne relative aux systèmes de garantie des dépôts (refonte) en date du 16 avril 2014 ; le règlement final concernant les banques étrangères relatif à certaines exigences en matière de liquidités, fonds propres et autres éléments prudentiels adopté par la Réserve Fédérale des États-Unis, la proposition de la Réserve Fédérale concernant les ratios de liquidité des banques de taille importante ainsi que la Règle « Volcker » sur l'encadrement des investissements dans les <i>hedge funds</i> et les fonds de capital investissement, ou de leur <i>sponsorship</i> , ainsi que des opérations de négociation pour comptes propres, récemment adoptée par les autorités de régulation américaines. Au-delà de ces mesures, l'investisseur doit être conscient qu'à tout moment les autorités réglementaires, prudentielles ou politiques de tout pays sont susceptibles de prendre de nouvelles décisions impactant les banques ou le système financier dans son ensemble et dont l'effet sur BNPPF peut être significatif. |
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- (i) L'Elément B.19/B.9 est supprimé dans son intégralité et remplacé comme suit :

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| B.19/B.9 | Prévision ou estimation du bénéfice | Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015. |
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- (j) Dans l'Elément C.5, le paragraphe est supprimé dans son intégralité et remplacé comme suit :

"Les Titres seront librement négociables, sous réserve des restrictions d'offre et de vente en vigueur aux États-Unis, dans l'Espace Economique Européen, en Autriche, en Belgique, en République Tchèque, au Danemark, en Finlande, en France, en Allemagne, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, au Royaume-Uni, au Japon et en Australie, et conformément à la Directive Prospectus et aux lois de toute juridiction dans laquelle les Titres concernés sont offerts ou vendus." ;

- (k) Dans l'Elément D.2, les paragraphes relatifs à BNPP sont supprimés et remplacés comme suit :

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| D.2 | Principaux risques propres aux Emetteurs et aux Garants | <p>Emetteurs</p> <p>BNPP</p> <p>Il existe certains facteurs pouvant affecter la capacité de l'Emetteur à remplir ses engagements en vertu des Titres émis dans le cadre du Programme et, s'il y a lieu, celle du Garant à remplir ses obligations en vertu de la Garantie.</p> <p>Onze principaux risques sont inhérents aux activités de BNPP :</p> <p>(a) Risque de crédit ;</p> <p>(b) Risque de contrepartie ;</p> <p>(c) Titrisation ;</p> |
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| | | <p>(d) Risque de marché ;</p> <p>(e) Risque opérationnel ;</p> <p>(f) Risque de non-conformité et de réputation ;</p> <p>(g) Risque de concentration ;</p> <p>(h) Risque de taux du portefeuille bancaire ;</p> <p>(i) Risques stratégique et risque lié à l'activité ;</p> <p>(j) Risque de liquidité ; et</p> <p>(k) Risque de souscription d'assurance.</p> <p>Des conditions macroéconomiques et de marché difficiles ont eu et pourraient continuer à avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et en conséquence sur la situation financière, les résultats opérationnels et le coût du risque de la Banque.</p> <p>Du fait du périmètre géographique de ses activités, la Banque pourrait être vulnérable aux contextes ou circonstances politiques, macroéconomiques ou financiers d'une région ou d'un pays.</p> <p>L'accès de la Banque au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs.</p> <p>Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou sur la rentabilité de la Banque.</p> <p>Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur la Banque.</p> <p>Les fluctuations de marché et la volatilité exposent la Banque au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.</p> <p>Les revenus tirés des activités de courtage et des activités générant des commissions sont potentiellement vulnérables à une baisse des marchés.</p> <p>Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation peut engendrer des pertes significatives.</p> |
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| | | <p>Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter de manière substantielle la Banque ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>La Banque est soumise à une réglementation importante et fluctuante dans les juridictions où elle exerce ses activités.</p> <p>En cas de non-conformité avec les lois et règlements applicables, la Banque pourrait être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions.</p> <p>Risques liés à la mise en œuvre des plans stratégiques de la Banque.</p> <p>La Banque pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions.</p> <p>Une intensification de la concurrence, par des acteurs bancaires et non bancaires, pourrait peser sur ses revenus et sa rentabilité.</p> <p>Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné pourrait peser sur les résultats et sur la situation financière de la Banque.</p> <p>Les politiques, procédures et méthodes de gestion du risque mises en œuvre par la Banque pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives.</p> <p>Les stratégies de couverture mises en place par la Banque n'écartent pas tout risque de perte.</p> <p>Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de la Banque ainsi que de la dette de la Banque pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de la Banque ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>Tout préjudice porté à la réputation de la Banque pourrait nuire à sa compétitivité.</p> <p>Toute interruption ou défaillance des systèmes informatiques de la Banque, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de la Banque et provoquer des pertes financières.</p> |
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| | | Des événements externes imprévus pourraient provoquer une interruption des activités de la Banque et entraîner des pertes substantielles ainsi que des coûts supplémentaires. |
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(l) Dans l'Elément D.2, les paragraphes relatifs à BNPPF sont supprimés et remplacés comme suit :

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| | | <p>BNPPF</p> <p>Ce qui suit est un résumé de certaines considérations d'investissement liées aux activités de BNPPF :</p> <ul style="list-style-type: none"> (a) Des conditions de marché et macro-économiques difficiles, y compris, sans caractère limitatif, les inquiétudes concernant la capacité de certains pays de la Zone Euro à refinancer leur dette, pourraient dans le futur avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et sur la situation financière, les résultats et le coût du risque de BNPPF. (b) Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter sensiblement BNPPF ainsi que l'environnement financier et économique dans lequel elle opère. (c) L'accès au financement de BNPPF et les conditions de ce financement pourraient être affectés de manière significative en cas d'aggravation de la crise de la dette souveraine de la zone euro, de détérioration des conditions économiques, de dégradation de notations de crédit, d'accroissement des <i>spreads</i> de crédit ou d'autres facteurs. (d) Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents. (e) La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPPF. (f) Les fluctuations des marchés et la volatilité exposent BNPPF à des pertes substantielles sur ses activités de <i>trading</i> et d'investissement pour compte propre. (g) Toute augmentation substantielle des nouvelles provisions ou l'insuffisance des niveaux de provisions déjà constituées pourrait affecter de manière défavorable les résultats et la situation financière de BNPPF. (h) Les revenus tirés par BNPPF des activités de courtage et des activités générant des commissions et autres rémunérations sont potentiellement vulnérables à une baisse des marchés. (i) Les stratégies de couverture mises en place par BNPPF |
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| | | <p>n'écarter pas tout risque de perte.</p> <p>(j) Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou la rentabilité de BNPPF.</p> <p>(k) Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation pourrait engendrer des pertes significatives.</p> <p>(l) BNPPF est soumise à une réglementation importante et fluctuante dans les pays ou régions où elle exerce ses activités.</p> <p>(m) Les politiques, procédures et méthodes de gestion du risque de BNPPF peuvent exposer l'entreprise à des risques non identifiés imprévus ou incorrectement quantifiés, susceptibles de se traduire par des pertes substantielles.</p> <p>(n) Bien que chaque métier de BNPPF assure la gestion de ses risques opérationnels, ces risques restent une part inhérente à tous les métiers de BNPPF.</p> <p>(o) BNPPF est fortement exposé au risque de contrepartie et exposé à des risques systémiques.</p> <p>(p) Tout préjudice porté à la réputation de BNPPF pourrait nuire à sa compétitivité.</p> <p>(q) Toute interruption ou défaillance des systèmes informatiques de BNPPF, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPPF et provoquer des pertes financières.</p> <p>(r) Des litiges ou autres procédures ou actions judiciaires pourraient avoir un impact négatif sur les activités, la situation financière et les résultats d'exploitation de BNPPF.</p> <p>(s) La comptabilisation à la juste valeur et l'utilisation d'estimations sont des facteurs d'incertitude.</p> <p>(t) Toute détérioration de la notation de crédit de BNP Paribas ou de la qualité de sa dette serait de nature à affecter BNPPF de manière défavorable.</p> <p>(u) Des événements externes imprévus peuvent provoquer une interruption des activités de BNPPF et entraîner des pertes substantielles ainsi que des coûts supplémentaires.</p> <p>(v) BNPPF pourrait subir des amendes importantes et d'autres pénalités administratives ou criminelles pour non-respect des lois et réglementations applicables, et pourrait aussi subir des pertes liées (ou non) à des contentieux avec des personnes privées.</p> <p>(w) Une intensification de la concurrence dans l'industrie des</p> |
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| | | <p>services financiers pourrait affecter de manière défavorable les revenus et la rentabilité de BNPPF.</p> <p>(x) Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPPF ainsi que de la dette de BNPPF pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>(y) Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de BNPPF ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>(z) Risques liés à la mise en œuvre des plans stratégiques du Groupe BNPP.</p> |
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(m) Dans l'Élément E.3, le premier paragraphe est modifié comme suit :

"Les titres émis en vertu du Programme peuvent être offerts au public dans le cadre d'une Offre Non-exemptée en Autriche, en Belgique, au Danemark, en Finlande, en France, en Allemagne, en Grèce, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, en République Tchèque et au Royaume-Uni."

2. Le "Modèle de Résumé du Programme Spécifique à l'Émission en relation avec le Prospectus de Base" figurant aux pages 1469 à 1535 du Prospectus de Base est modifié comme suit:

(a) Dans l'Élément B.2, le paragraphe sous le titre "[A indiquer si BNPP B.V. est l'Emetteur :]" est supprimé dans son intégralité et remplacé comme suit :

"L'Emetteur a été constitué aux Pays-Bas sous la forme d'une société non cotée en bourse à responsabilité limitée de droit néerlandais, et son siège social est situé Herengracht 595, 1017 CE Amsterdam, Pays-Bas.]" ;

(b) Dans l'Élément B.4b, les paragraphes sous le titre "[A indiquer si BNPP est l'Emetteur :]" et au-dessus du titre "[A indiquer si BP2F est l'Emetteur :]" sont supprimés et remplacés comme suit :

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| B.4b | Informations sur les tendances | <p>Conditions macroéconomiques</p> <p>L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.</p> <p>En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016¹ tablent sur une</p> |
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¹ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

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| | <p>reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.</p> <p>Dans ce contexte, on peut souligner les deux risques suivants :</p> <p><i>Instabilité financière liée à la vulnérabilité des pays émergents</i></p> <p>Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.</p> <p>On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.</p> <p>Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.</p> <p><i>Risques systémiques liés à la conjoncture et à la liquidité de marché</i></p> <p>La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.</p> <p>Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.</p> <p>De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.</p> <p><i>Législation et réglementations applicables aux institutions financières</i></p> <p>Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou</p> |
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| | | <p>dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :</p> <ul style="list-style-type: none"> - les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« <i>private equity</i> ») et les <i>hedge funds</i>, ainsi que les évolutions possibles attendues en Europe ; - les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« <i>total-loss absorbing capacity</i> » ou « TLAC »), et la désignation de BNPP en tant qu'institution financière d'importance systémique par le Conseil de stabilité financière ; - le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ; - la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ; - le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ; - Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du <i>Dodd-Frank Wall Street Reform and Consumer Protection Act</i>, notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« <i>swap dealers</i> »), les principaux intervenants non bancaires sur les marchés de dérivés (« <i>major swap participants</i> »), les banques actives sur les marchés de dérivés sur titres (« <i>security-based swap dealers</i> ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« <i>major security-based swap participants</i> »), ainsi que les règles de la <i>U.S. Securities and Exchange Commission</i> imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ; - la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés |
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| | | <p>négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.</p> <p>Cyber-risque Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber incident.]</p> |
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- (c) Dans l'Elément B.4b, les paragraphes sous le titre "[A indiquer si BP2F est l'Emetteur :]" et immédiatement au-dessus du titre "[A indiquer si BGL est l'Emetteur :]" sont supprimés dans leur intégralité et remplacés comme suit :

"Conditions Macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BP2F. Compte tenu de la nature de son activité, BP2F est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016² tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

BP2F est dépendante de BNPPF. BP2F est détenue à 99,995% par BNPPF et est spécifiquement impliquée dans l'émission de titres tels que les Obligations, Warrants ou Certificats ou les autres titres de créances qui sont développés, mis en place et vendus auprès des investisseurs via des intermédiaires, y compris BNPPF. BP2F conclut des opérations de couverture avec BNPPF et avec d'autres entités du Groupe BNP Paribas. Dès lors, les Informations sur les Tendances relatives à BNPPF doivent également s'appliquer à BP2F. BP2F peut également conclure des opérations de couverture avec un tiers n'appartenant pas au Groupe BNP Paribas." ;

- (d) L'Elément B.9 est supprimé dans son intégralité et remplacé comme suit :

| | | |
|------------|----------------------------|---|
| B.9 | Prévision ou estimation du | Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015. |
|------------|----------------------------|---|

² Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

| | | |
|--|----------|--|
| | bénéfice | |
|--|----------|--|

- (e) Dans l'Elément B.12, le tableau en relation avec BNPP sous le titre "[A insérer si BNPP est l'Emetteur :]" et au-dessus du titre nommé "**Données Financières Intermédiaires Comparées – En millions d'EUR**" (qui a été ajouté au Prospectus de Base en vertu du Premier Supplément) est supprimé et remplacé comme suit :

| Données Financières Annuelles Comparées – En millions d'EUR | | |
|--|-------------------------------------|--------------------|
| | 31/12/2015 (non audités) | 31/12/2014* |
| Produit Net Bancaire | 42.938 | 39.168 |
| Coût du Risque | (3.797) | (3.705) |
| Résultat Net, part du Groupe | 6.694 | 157 |
| | 31/12/2015 | 31/12/2014* |
| Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD 4) | 10,9% | 10,3% |
| | 31/12/2015 (non audités) | 31/12/2014* |
| Total du bilan consolidé | 1.994.193 | 2.077.758 |
| Total des prêts et créances sur la clientèle consolidé | 682.497 | 657.403 |
| Total des dettes envers la clientèle consolidé | 700.309 | 641.549 |
| Capitaux Propres (part du Groupe) | 96.269 | 89.458 |
| * Données retraitées par application de l'interprétation IFRIC 21. | | |

- (f) L'Elément B.13 est supprimé dans son intégralité et remplacé comme suit :

| | | |
|-------------|---|--|
| B.13 | Evénements impactant la solvabilité de l'Emetteur | [Sans objet, au [à insérer dans le cas de BNPP B.V. ou BP2F : 10 septembre 2015]/ [à insérer dans le cas de BGL : 8 octobre 2015]/ [à insérer dans le cas de BNPP : 29 février 2016] et à la connaissance de l'Emetteur, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur depuis le 30 juin 2015.] [préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité de l'Emetteur.] |
|-------------|---|--|

- (g) Dans l'Elément B.17, le deuxième paragraphe est supprimé et remplacé comme suit :

"[A indiquer si BNPP est l'Emetteur: Les notations de crédit à long terme de BNPP sont : [A+ sous surveillance (CreditWatch) négative (Standard & Poor's Credit Market Services France SAS)], [A1 avec une perspective stable (Moody's Investors Service Ltd.)], [A+ avec une perspective stable

(Fitch France S.A.S.)] et [AA (low) avec une perspective stable (DBRS Limited)] et les notations de crédit à court terme de BNPP sont [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] et [R-1 (middle) (DBRS Limited)]." ;

- (h) Dans l'Élément B.19/B.4b, les paragraphes sous le titre "[A indiquer si BNPP est le Garant :]" et au-dessus du titre "[A indiquer si BNPPF est le Garant :]" sont supprimés dans leur intégralité et remplacé comme suit :

"Conditions macroéconomiques

L'environnement macroéconomique et de marché affecte les résultats de BNPP. Compte tenu de la nature de son activité, BNPP est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016³ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

Dans ce contexte, on peut souligner les deux risques suivants :

Instabilité financière liée à la vulnérabilité des pays émergents

Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.

On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.

Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.

Risques systémiques liés à la conjoncture et à la liquidité de marché

La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.

³ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.

De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.

Législation et réglementations applicables aux institutions financières

Les évolutions récentes et à venir des législations et réglementations applicables aux institutions financières peuvent avoir un impact significatif sur BNPP. Les mesures adoptées récemment ou qui sont (ou dont les mesures d'application sont) encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPP, comprennent notamment :

- les réformes dites structurelles comprenant la loi bancaire française du 26 juillet 2013, imposant aux banques une filialisation ou séparation des opérations dites « spéculatives » qu'elles effectuent pour compte propre de leurs activités traditionnelles de banque de détail, la « règle Volcker » aux États-Unis qui restreint la possibilité des entités bancaires américaines et étrangères de conduire des opérations pour compte propre ou de sponsoriser ou d'investir dans les fonds de capital investissement (« *private equity* ») et les *hedge funds*, ainsi que les évolutions possibles attendues en Europe ;
- les réglementations sur les fonds propres : CRD IV/CRR, le standard international commun de capacité d'absorption des pertes (« *total-loss absorbing capacity* » ou « TLAC »), et la désignation de BNPP en tant qu'institution financière d'importance systémique par le Conseil de stabilité financière ;
- le Mécanisme européen de Surveillance Unique ainsi que l'ordonnance du 6 novembre 2014 ;
- la Directive du 16 avril 2014 relative aux systèmes de garantie des dépôts et ses actes délégués et actes d'exécution, la Directive du 15 mai 2014 établissant un cadre pour le Redressement et la Résolution des Banques, le Mécanisme de Résolution Unique instituant le Conseil de Résolution Unique et le Fonds de Résolution Unique ;
- le Règlement final de la Réserve Fédérale des États-Unis imposant des règles prudentielles accrues pour les opérations américaines des banques étrangères de taille importante, notamment l'obligation de créer une société holding intermédiaire distincte située aux États-Unis (capitalisée et soumise à régulation) afin de détenir les filiales américaines de ces banques ;
- Les nouvelles règles pour la régulation des activités de dérivés négociés de gré à gré au titre du Titre VII du *Dodd-Frank Wall Street Reform and Consumer Protection Act*, notamment les exigences de marge pour les produits dérivés non compensés et pour les produits dérivés sur titres conclus par les banques actives sur les marchés de dérivés (« *swap dealers* »), les principaux intervenants non bancaires sur les marchés de dérivés (« *major swap participants* »), les banques actives sur les marchés de dérivés sur titres (« *security-based swap dealers* ») et les principaux intervenants non-bancaires sur les marchés de dérivés sur titres (« *major security-based swap participants* »), ainsi que les règles de la *U.S. Securities and Exchange Commission* imposant l'enregistrement des banques actives sur les marchés de dérivés sur titres et des principaux intervenants non-bancaires sur les marchés de dérivés sur titres ainsi que les obligations de transparence et de reporting des transactions de dérivés sur titres ;
- la nouvelle directive et le règlement Marché d'instruments financiers (MiFID et MiFIR), ainsi que les réglementations européennes sur la compensation de certains produits dérivés négociés de gré-à-gré par des contreparties centrales et la déclaration des opérations de financement sur titres auprès de référentiels centraux.

Cyber-risque

Au cours des années passées, les institutions du secteur financier ont été touchées par nombre de cyber incidents, notamment par des altérations à grande échelle de données compromettant la qualité

de l'information financière. Ce risque perdure aujourd'hui et BNPP, tout comme d'autres établissements bancaires s'est mise en ordre de marche afin de mettre en place des dispositifs permettant de faire face à des cyber attaques propres à détruire ou à endommager des données et des systèmes critiques et à gêner la bonne conduite des opérations. Par ailleurs, les autorités réglementaires et de supervision prennent des initiatives visant à promouvoir l'échange d'informations en matière de cyber sécurité et de cyber criminalité, à améliorer la sécurité des infrastructures technologiques et à mettre en place des plans efficaces de rétablissement consécutifs à un cyber incident.]"

- (i) Dans l'Élément B.19/B.4b, les paragraphes sous le titre "[A indiquer si BNPPF est le Garant :]" sont supprimés dans leur intégralité et remplacé comme suit :

"Conditions Macroéconomiques.

L'environnement macroéconomique et de marché affecte les résultats de BNPPF. Compte tenu de la nature de son activité, BNPPF est particulièrement sensible aux conditions macroéconomiques et de marché en Europe, qui ont connu des perturbations au cours des dernières années.

En 2015, l'activité économique mondiale est restée languissante. Dans les pays émergents, la croissance a ralenti tandis que la reprise modeste s'est poursuivie dans les pays développés. Trois transitions importantes continuent d'influer sur les perspectives mondiales : le ralentissement progressif de l'activité économique en Chine, la baisse des prix de l'énergie et d'autres produits de base et un durcissement progressif de la politique monétaire aux Etats-Unis dans le contexte d'une reprise résiliente tandis que les banques centrales de plusieurs grands pays développés continuent d'assouplir leur politique monétaire. Les prévisions économiques du FMI pour l'année 2016⁴ tablent sur une reprise progressive de l'activité mondiale, mais avec de faibles perspectives de croissance à moyen terme dans les pays développés et dans les pays émergents. La normalisation des conditions monétaires et financières serait profitable sur le plan macro-financier et réduirait sensiblement les risques baissiers.

Bien que l'exposition du Groupe BNP Paribas dans les pays émergents soit limitée, la vulnérabilité de ces économies peut conduire à des perturbations du système financier mondial qui toucheraient le Groupe BNP Paribas et pourraient affecter ses résultats.

On observe en 2015, dans les économies de nombreux pays émergents, une augmentation des engagements en devises alors que les niveaux d'endettement (en devises comme en monnaie locale) sont déjà élevés. Par ailleurs, les perspectives d'un relèvement progressif des taux directeurs aux Etats-Unis (première action réalisée par la Réserve Fédérale en décembre 2015) ainsi que des accès de volatilité financière liés aux perspectives de croissance dans les pays émergents, ont contribué à un durcissement des conditions financières extérieures, à une baisse des flux de capitaux, à de nouvelles dépréciations monétaires dans beaucoup de pays émergents et à une augmentation des risques pour les banques, le tout pouvant conduire à des dégradations de notations souveraines.

Dans un contexte de possible normalisation des primes de risque, il existe un risque de perturbations sur les marchés mondiaux (hausse des primes de risque, érosion de la confiance, déclin de la croissance, report ou ralentissement de la normalisation des politiques monétaires, baisse de la liquidité des marchés, problème de valorisation des actifs, baisse de l'offre de crédit et désendettement désordonné) qui affecteraient l'ensemble des établissements bancaires.

La prolongation d'une situation de taux exceptionnellement bas peut favoriser une prise de risque excessive chez certains acteurs du système financier : augmentation des maturités des financements et des actifs détenus, politique d'octroi de crédit moins sévère, progression des financements à effet de levier.

⁴ Voir notamment : FMI – Rapport sur la stabilité financière dans les pays avancés Octobre 2015 et mise à jour en Janvier 2016

Certains de ces acteurs (assureurs, fonds de pension, asset managers, etc) ont une dimension de plus en plus systémique et en cas de turbulences de marché (par exemple liées à une hausse brutale des taux et/ou un réajustement marqué des prix), ces acteurs pourraient être amenés à dénouer de larges positions dans un contexte où la liquidité de marché se révélerait relativement fragile.

De telles tensions sur la liquidité pourraient être exacerbées par l'augmentation récente du volume des actifs sous gestion confiés à des structures investissant dans des actifs peu liquides.

Législation et Réglementations Applicables aux Institutions Financières.

La législation et les réglementations applicables aux institutions financières qui ont un impact sur BNPPF connaissent une évolution significative dans le sillage de la crise financière globale. Les mesures qui ont été proposées et/ou adoptées au cours des dernières années comprennent des exigences plus strictes en matière de capital et de liquidité (notamment pour les grands groupes bancaires tels que le Groupe BNP Paribas), des taxes sur les transactions financières, des restrictions et des taxes sur la rémunération des salariés, des limitations des activités que les banques commerciales peuvent exercer et la séparation au sein de filiales dédiées, voire l'interdiction, de certaines activités considérées comme spéculatives, des restrictions sur certains types de produits financiers, des exigences accrues en matière de contrôle interne et de transparence, des règles de conduite des affaires plus strictes, la compensation et un *reporting* obligatoires des opérations sur instruments dérivés, des obligations de limiter les risques relatifs aux dérivés OTC et la création de nouvelles autorités réglementaires ou le renforcement des autorités réglementaires existantes.

Les mesures adoptées récemment ou encore en projet, qui ont, ou sont susceptibles d'avoir un impact sur BNPPF, comprennent notamment la Directive et le Règlement sur les fonds propres réglementaires dits « CRD 4 », du 26 juin 2013 et dont un nombre important de dispositions sont applicables depuis le 1er janvier 2014, les projets de normes techniques de réglementation et d'exécution relatives à la Directive et au Règlement CRD 4 élaborées par l'EBA, la Loi Bancaire belge du 25 avril 2014 remplaçant la loi précédente de 1993 et introduisant d'importants changements : l'Arrêté Royal belge du 22 février 2015, fixant la date d'entrée en vigueur des dispositions de la Loi Bancaire belge relative à la résolution (y compris la mise en place du Collège de Résolution Belge) et créant deux droits préférentiels sur les actifs mobiliers de la banque ; l'Arrêté Royal belge du 18 décembre 2015 modifiant la loi du 25 avril 2014 relative au statut et au contrôle des établissements de crédit et l'Arrêté Royal belge du 26 décembre 2015 modifiant la loi relative au statut et au contrôle des établissements de crédit concernant le redressement et la résolution des défaillances de groupes ; la consultation sur la réforme structurelle du secteur bancaire de l'Union Européenne de 2013 et la proposition de la Commission Européenne de réforme structurelle du secteur bancaire européen du 29 janvier 2014 ; la proposition de Règlement concernant les indices utilisés comme indices de référence dans le cadre d'instruments et de contrats financiers ; le Mécanisme de Supervision Unique européen ; le Mécanisme de Résolution Unique européen daté du 15 juillet 2014 et la Directive européenne sur le Redressement et la Résolution des Banques en date du 15 mai 2014 ; la Directive Européenne relative aux systèmes de garantie des dépôts (refonte) en date du 16 avril 2014 ; le règlement final concernant les banques étrangères relatif à certaines exigences en matière de liquidités, fonds propres et autres éléments prudentiels adopté par la Réserve Fédérale des États-Unis, la proposition de la Réserve Fédérale concernant les ratios de liquidité des banques de taille importante ainsi que la Règle « Volcker » sur l'encadrement des investissements dans les *hedge funds* et les fonds de capital investissement, ou de leur *sponsorship*, ainsi que des opérations de négociation pour comptes propres, récemment adoptée par les autorités de régulation américaines. Au-delà de ces mesures, l'investisseur doit être conscient qu'à tout moment les autorités réglementaires, prudentielles ou politiques de tout pays sont susceptibles de prendre de nouvelles décisions impactant les banques ou le système financier dans son ensemble et dont l'effet sur BNPPF peut être significatif." ;

- (j) L'Elément B.19/B.9 est supprimé dans son intégralité et remplacé comme suit :

| | | |
|-----------------|-------------------------------------|---|
| B.19/B.9 | Prévision ou estimation du bénéfice | Le Groupe BNP Paribas a réalisé un résultat net (part du Groupe) de 6.694 millions d'euros en 2015. |
|-----------------|-------------------------------------|---|

- (k) Dans l'Elément B.19/B.12, le tableau en relation avec BNPP sous le titre "[A insérer si BNPP est le Garant :]" et au-dessus du titre "Données Financières Intermédiaires Comparées pour la période de 6 mois se terminant le 30 juin 2015 – En millions d'EUR" (qui a été ajouté au Prospectus de Base en vertu du Premier Supplément) est supprimé et remplacé comme suit :

| Données Financières Annuelles Comparées – En millions d'EUR | | |
|--|-------------------------------------|--------------------|
| | 31/12/2015 (non audités) | 31/12/2014* |
| Produit Net Bancaire | 42.938 | 39.168 |
| Coût du Risque | (3.797) | (3.705) |
| Résultat Net, part du Groupe | 6.694 | 157 |
| | 31/12/2015 (non audités) | 31/12/2014* |
| Ratio Common Equity Tier 1 (Bâle 3 pleinement appliqué, CRD 4) | 10,9% | 10,3% |
| | 31/12/2015 (non audités) | 31/12/2014* |
| Total du bilan consolidé | 1.994.193 | 2.077.758 |
| Total des prêts et créances envers la clientèle consolidé | 682.497 | 657.403 |
| Total des dettes envers la clientèle consolidé | 700.309 | 641.549 |
| Capitaux Propres (part du Groupe) | 96.269 | 89.458 |
| <i>* Retraité conformément à l'interprétation de l'IFRIC 21.]</i> | | |

- (l) L'Elément B.19/B.13 est supprimé et remplacé comme suit :

| | | |
|------------------|---|---|
| B.19/B.13 | Evénements impactant la solvabilité du Garant | <p>[Sans objet, au [à insérer dans le cas de BNPPF : 10 septembre 2015]/[à insérer dans le cas de BNPP : 29 février 2016] et à la connaissance du Garant, il ne s'est produit aucun événement récent qui présente un intérêt significatif pour l'évaluation de la solvabilité du Garant depuis le 30 juin 2015.]</p> <p><i>[préciser tous événements récents présentant un intérêt significatif pour l'évaluation de la solvabilité du Garant.]</i></p> |
|------------------|---|---|

- (m) Dans l'Elément B.19/B.17, le premier paragraphe est supprimé et remplacé comme suit :

"[A indiquer si BNPP est le Garant : Les notations de crédit à long terme de BNPP sont : [A+ sous surveillance (*CreditWatch*) négative (Standard & Poor's Credit Market Services France SAS)], [A1 perspective stable (Moody's Investors Service Ltd.)], [A+ perspective stable (Fitch France S.A.S.)] et [AA (low) perspective stable (DBRS Limited)] et les notations de crédit à court terme sont : [A-1 (Standard & Poor's Credit Market Services France SAS)], [P-1 (Moody's Investors Service Ltd.)], [F1 (Fitch France S.A.S.)] et [R-1 (middle) (DBRS Limited)]." ;

(n) Dans l'Elément C.5, le paragraphe est supprimé et remplacé comme suit :

"Les Titres seront librement négociables, sous réserve des restrictions d'offre et de vente en vigueur aux États-Unis, dans l'Espace Economique Européen, en Autriche, en Belgique, en République Tchèque, au Danemark, en Finlande, en France, en Allemagne, en Hongrie, en Irlande, en Italie, au Luxembourg, en Norvège, au Portugal, en Espagne, en Suède, au Royaume-Uni, au Japon et en Australie et conformément à la Directive Prospectus et aux lois de toutes juridiction dans lesquelles les Titres concernés sont offerts ou vendus." ;

(o) Dans l'Elément D.2, les paragraphes relatifs à BNPP sont supprimés et remplacés comme suit :

| | | |
|-------------------|---|--|
| <p>D.2</p> | <p>Principaux risques propres à l'Emetteur [et au Garant]</p> | <p>[Il existe certains facteurs pouvant affecter la capacité de l'Emetteur à remplir ses engagements en vertu des Titres émis dans le cadre du Programme [et celle du Garant à remplir ses obligations en vertu de la Garantie].]</p> <p><i>[A insérer si BNPP est l'Emetteur ou le Garant:</i></p> <p>Onze principaux risques sont inhérents aux activités de BNPP :</p> <ul style="list-style-type: none"> (a) Risque de crédit ; (b) Risque de contrepartie ; (c) Titrisation ; (d) Risque de marché ; (e) Risque opérationnel ; (f) Risque de non-conformité et de réputation ; (g) Risque de concentration ; (h) Risque de taux du portefeuille bancaire ; (i) Risques stratégique et risque lié à l'activité ; (j) Risque de liquidité ; et (k) Risque de souscription d'assurance. <p>Des conditions macroéconomiques et de marché difficiles ont eu et pourraient continuer à avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et en conséquence sur la situation financière, les résultats opérationnels et le coût du risque de la Banque.</p> |
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| | | <p>Du fait du périmètre géographique de ses activités, la Banque pourrait être vulnérable aux contextes ou circonstances politiques, macroéconomiques ou financiers d'une région ou d'un pays.</p> <p>L'accès de la Banque au financement et les coûts de ce financement pourraient être affectés de manière défavorable en cas de résurgence des crises financières, de détérioration des conditions économiques, de dégradation de notation, d'accroissement des spreads de crédit des États ou d'autres facteurs.</p> <p>Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou sur la rentabilité de la Banque.</p> <p>Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur la Banque.</p> <p>Les fluctuations de marché et la volatilité exposent la Banque au risque de pertes substantielles dans le cadre de ses activités de marché et d'investissement.</p> <p>Les revenus tirés des activités de courtage et des activités générant des commissions sont potentiellement vulnérables à une baisse des marchés.</p> <p>Une baisse prolongée des marchés peut réduire la liquidité et rendre plus difficile la cession d'actifs. Une telle situation peut engendrer des pertes significatives.</p> <p>Des mesures législatives et réglementaires prises en réponse à la crise financière mondiale pourraient affecter de manière substantielle la Banque ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>La Banque est soumise à une réglementation importante et fluctuante dans les juridictions où elle exerce ses activités.</p> <p>En cas de non-conformité avec les lois et règlements applicables, la Banque pourrait être exposée à des amendes significatives et d'autres sanctions administratives et pénales, et pourrait subir des pertes à la suite d'un contentieux privé, en lien ou non avec ces sanctions.</p> <p>Risques liés à la mise en œuvre des plans stratégiques de la Banque.</p> <p>La Banque pourrait connaître des difficultés relatives à l'intégration des sociétés acquises et pourrait ne pas réaliser les bénéfices attendus de ses acquisitions.</p> |
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| | | <p>Une intensification de la concurrence, par des acteurs bancaires et non bancaires, pourrait peser sur ses revenus et sa rentabilité.</p> <p>Toute augmentation substantielle des provisions ou tout engagement insuffisamment provisionné pourrait peser sur les résultats et sur la situation financière de la Banque.</p> <p>Les politiques, procédures et méthodes de gestion du risque mises en œuvre par la Banque pourraient l'exposer à des risques non identifiés ou imprévus, susceptibles d'occasionner des pertes significatives.</p> <p>Les stratégies de couverture mises en place par la Banque n'écartent pas tout risque de perte.</p> <p>Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de la Banque ainsi que de la dette de la Banque pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de la Banque ainsi que sur les ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>Tout préjudice porté à la réputation de la Banque pourrait nuire à sa compétitivité.</p> <p>Toute interruption ou défaillance des systèmes informatiques de la Banque, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de la Banque et provoquer des pertes financières.</p> <p>Des événements externes imprévus pourraient provoquer une interruption des activités de la Banque et entraîner des pertes substantielles ainsi que des coûts supplémentaires.]</p> |
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(p) Dans l'Élément D.2, les paragraphes relatifs à BNPPF sont supprimés et remplacés comme suit :

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| | | <p><i>[A insérer si BNPPF est le Garant :</i></p> <p>Ce qui suit est un résumé de certaines considérations d'investissement liées aux activités de BNPPF :</p> <p>(a) Des conditions macro-économiques et de marché difficiles, y compris, sans caractère limitatif, les inquiétudes concernant la capacité de certains pays de la Zone Euro à refinancer leur dette, pourraient dans le futur avoir un effet défavorable significatif sur les conditions dans lesquelles évoluent les établissements financiers et sur la situation financière, les résultats et le coût du risque de BNPPF.</p> <p>(b) Des mesures législatives et réglementaires prises en réponse</p> |
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| | | <p>à la crise financière mondiale pourraient affecter sensiblement BNPPF ainsi que l'environnement financier et économique dans lequel elle opère.</p> <p>(c) L'accès au financement de BNPPF et les conditions de ce financement pourraient être affectés de manière significative en cas d'aggravation de la crise de la dette souveraine de la zone euro, de détérioration des conditions économiques, de dégradation de notations de crédit, d'accroissement des <i>spreads</i> de crédit ou d'autres facteurs.</p> <p>(d) Un environnement prolongé de taux d'intérêt bas comporte des risques systémiques inhérents.</p> <p>(e) La solidité financière et le comportement des autres institutions financières et acteurs du marché pourraient avoir un effet défavorable sur BNPPF.</p> <p>(f) Les fluctuations des marchés et la volatilité exposent BNPPF à des pertes substantielles sur ses activités de trading et d'investissement pour compte propre.</p> <p>(g) Toute augmentation substantielle des nouvelles provisions ou l'insuffisance des niveaux de provisions déjà constituées pourrait affecter de manière défavorable les résultats et la situation financière de BNPPF.</p> <p>(h) Les revenus tirés par BNPPF des activités de courtage et des activités générant des commissions et autres rémunérations sont potentiellement vulnérables à une baisse des marchés.</p> <p>(i) Les stratégies de couverture mises en place par BNPPF n'écartent pas tout risque de perte.</p> <p>(j) Toute variation significative des taux d'intérêt est susceptible de peser sur les revenus ou la rentabilité de BNPPF.</p> <p>(k) Une baisse prolongée des marchés peut réduire la liquidité des marchés et rendre plus difficile la cession d'actifs. Une telle situation pourrait engendrer des pertes significatives.</p> <p>(l) BNPPF est soumise à une réglementation importante et fluctuante dans les pays ou régions où elle exerce ses activités.</p> <p>(m) Les politiques, procédures et méthodes de gestion du risque de BNPPF peuvent exposer l'entreprise à des risques non identifiés imprévus ou incorrectement quantifiés, susceptibles de se traduire par des pertes substantielles.</p> <p>(n) Bien que chaque métier de BNPPF assure la gestion de ses risques opérationnels, ces risques restent une part inhérente à tous les métiers de BNPPF.</p> |
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| | | <p>(o) BNPPF est fortement exposé au risque de contrepartie et exposé à des risques systémiques.</p> <p>(p) Tout préjudice porté à la réputation de BNPPF pourrait nuire à sa compétitivité.</p> <p>(q) Toute interruption ou défaillance des systèmes informatiques de BNPPF, pourrait provoquer des pertes significatives d'informations relatives aux clients, nuire à la réputation de BNPPF et provoquer des pertes financières.</p> <p>(r) Des litiges ou autres procédures ou actions judiciaires pourraient avoir un impact négatif sur les activités, la situation financière et les résultats d'exploitation de BNPPF.</p> <p>(s) La comptabilisation à la juste valeur et l'utilisation d'estimations sont des facteurs d'incertitude.</p> <p>(t) Toute détérioration de la notation de crédit de BNP Paribas ou de la qualité de sa dette serait de nature à affecter BNPPF de manière défavorable.</p> <p>(u) Des événements externes imprévus peuvent provoquer une interruption des activités de BNPPF et entraîner des pertes substantielles ainsi que des coûts supplémentaires.</p> <p>(v) BNPPF pourrait subir des amendes importantes et d'autres pénalités administratives ou criminelles pour non-respect des lois et réglementations applicables, et pourrait aussi subir des pertes liées (ou non) à des contentieux avec des personnes privées.</p> <p>(w) Une intensification de la concurrence dans l'industrie des services financiers pourrait affecter de manière défavorable les revenus et la rentabilité de BNPPF.</p> <p>(x) Des ajustements apportés à la valeur comptable des portefeuilles de titres et d'instruments dérivés de BNPPF ainsi que de la dette de BNPPF pourraient avoir un effet sur son résultat net et sur ses capitaux propres.</p> <p>(y) Le changement attendu des principes comptables relatifs aux instruments financiers pourrait avoir un impact sur le bilan de BNPPF ainsi que sur ses ratios réglementaires de fonds propres et entraîner des coûts supplémentaires.</p> <p>(z) Risques liés à la mise en œuvre des plans stratégiques du Groupe BNPP.]</p> |
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AMENDMENTS TO THE BACK PAGE

The address of BNP Paribas Securities Services, Luxembourg Branch on page 1538 of the Base Prospectus is deleted and replaced with the following:

"60, avenue J.F. Kennedy
L-1855 Luxembourg"

RESPONSIBILITY STATEMENT

I hereby certify on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, having taken all reasonable care to ensure that such is the case that, to the best of my knowledge, the information contained in this Sixth Supplement is in accordance with the facts and contains no omission likely to affect its import.

BNP Paribas
16 boulevard des Italiens
75009 Paris
France

Represented by Lars Machenil
In his capacity as Chief Financial Officer

Dated 29 February 2016

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement général*) of the French *Autorité des marchés financiers* ("AMF"), in particular Articles 211-1 to 216-1, the AMF has granted to this Sixth Supplement the visa n° 16-065 on 29 February 2016. This Sixth Supplement has been prepared by BNPP, BNPP B.V., BP2F, BNPPF and BGL and BNPP's signatories assume responsibility for it on behalf of BNPP, BNPP B.V., BP2F, BNPPF and BGL, provided that (i) BNPP B.V., BP2F, BNPPF and BGL accept no responsibility for the information contained in the press release and related presentation dated 5 February 2016 issued by BNPP or the updated disclosure regarding BNPP, (ii) BP2F, BNPPF and BGL accept no responsibility for the disclosure regarding the change of directorship of BNPP B.V., (iii) BNPP, BNPP B.V. and BGL accept no responsibility for the updated disclosure regarding BP2F, and (iv) BNPP, BNPP B.V., BP2F and BGL accept no responsibility for the updated disclosure regarding BNPPF. This Sixth Supplement and the Base Prospectus may only be used for the purposes of a financial transaction if completed by Final Terms. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the *visa* has been granted following an examination by the AMF of "whether the document is complete and comprehensible, and whether the information in it is coherent". It does not imply that the AMF has verified the accounting and financial data set out in it. This *visa* has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.